

SUPREME COURT OF THE STATE OF NEW YORK

COUNTY OF NEW YORK

BLACKROCK ALLOCATION TARGET SHARES: SERIES S PORTFOLIO; BLACKROCK BALANCED CAPITAL PORTFOLIO (FI); BLACKROCK CORE ACTIVE BOND FUND B; BLACKROCK CORE ACTIVE LIBOR FUND B; BLACKROCK CORE BOND PORTFOLIO; BLACKROCK COREALPHA BOND MASTER PORTFOLIO; BLACKROCK COREPLUS BOND FUND B; BLACKROCK ENHANCED GOVERNMENT FUND, INC.; BLACKROCK FIXED INCOME GLOBALALPHA MASTER FUND LTD.; BLACKROCK INCOME TRUST, INC.; BLACKROCK LOW DURATION BOND PORTFOLIO; BLACKROCK MULTI-ASSET INCOME – NON-AGENCY MBS PORTFOLIO; BLACKROCK TOTAL RETURN PORTFOLIO (INS – SERIES); BLACKROCK TOTAL RETURN V.I. PORTFOLIO (INS - VAR SER); FIXED INCOME SHARES: SERIES M; LVS I LLC; LVS II LLC; PACIFIC BAY CDO, LTD.; PARS ASPIRE FUND; PCM FUND, INC.; PIMCO ABSOLUTE RETURN STRATEGY 3D OFFSHORE FUND LTD.; PIMCO ABSOLUTE RETURN STRATEGY II MASTER FUND LDC; PIMCO ABSOLUTE RETURN STRATEGY III MASTER FUND LDC; PIMCO ABSOLUTE RETURN STRATEGY IV MASTER FUND LDC; PIMCO ABSOLUTE RETURN STRATEGY V MASTER FUND LDC; PIMCO BERMUDA TRUST IV; PIMCO BERMUDA GLOBAL BOND EX-JAPAN FUND; PIMCO CANADA CANADIAN COREPLUS LONG BOND TRUST; PIMCO CAYMAN SPC LIMITED; PIMCO CAYMAN GLOBAL AGGREGATE BOND SEGREGATED PORTFOLIO; PIMCO CAYMAN SPC LIMITED; PIMCO CAYMAN JAPAN

Index No. 651866/2014

AMENDED DERIVATIVE COMPLAINT AGAINST THE BANK OF NEW YORK MELLON FOR BREACH OF CONTRACT; VIOLATION OF THE TRUST INDENTURE ACT OF 1939; BREACH OF FIDUCIARY DUTY; BREACH OF DUTY OF INDEPENDENCE; AND NEGLIGENCE

COREPLUS SEGREGATED PORTFOLIO;
PIMCO CAYMAN SPC LIMITED: PIMCO
CAYMAN JAPAN COREPLUS STRATEGY
SEGREGATED PORTFOLIO; PIMCO
CAYMAN SPC LIMITED: PIMCO
CAYMAN UNCONSTRAINED BOND
SEGREGATED PORTFOLIO; PIMCO
CORPORATE & INCOME OPPORTUNITY
FUND; PIMCO CORPORATE & INCOME
STRATEGY FUND; PIMCO DISTRESSED
SENIOR CREDIT OPPORTUNITIES FUND
II, L.P.; PIMCO DYNAMIC CREDIT
INCOME FUND; PIMCO DYNAMIC
INCOME FUND; PIMCO ETF TRUST:
PIMCO LOW DURATION EXCHANGE-
TRADED FUND; PIMCO ETF TRUST:
PIMCO TOTAL RETURN EXCHANGE-
TRADED FUND; PIMCO FUNDS: PIMCO
EM FUNDAMENTAL INDEXPLUS® AR
STRATEGY FUND; PIMCO FUNDS:
PIMCO INTERNATIONAL
FUNDAMENTAL INDEXPLUS® AR
STRATEGY FUND; PIMCO FUNDS:
PIMCO SMALL COMPANY
FUNDAMENTAL INDEXPLUS® AR
STRATEGY FUND; PIMCO FUNDS:
PIMCO COMMODITIESPLUS®
STRATEGY FUND; PIMCO FUNDS:
PIMCO COMMODITYREALRETURN
STRATEGY FUND®; PIMCO FUNDS:
PIMCO CREDIT ABSOLUTE RETURN
FUND; PIMCO FUNDS: PIMCO
DIVERSIFIED INCOME FUND; PIMCO
FUNDS: PIMCO EMERGING MARKETS
CURRENCY FUND; PIMCO FUNDS:
PIMCO FLOATING INCOME FUND;
PIMCO FUNDS: PIMCO FOREIGN BOND
FUND (U.S. DOLLAR-HEDGED); PIMCO
FUNDS: PIMCO FOREIGN BOND FUND
(UNHEDGED); PIMCO FUNDS: PIMCO
FUNDAMENTAL ADVANTAGE
ABSOLUTE RETURN STRATEGY FUND;
PIMCO FUNDS: PIMCO FUNDAMENTAL
INDEXPLUS® AR FUND; PIMCO FUNDS:
PIMCO GLOBAL ADVANTAGE®
STRATEGY BOND FUND; PIMCO FUNDS:

PIMCO GLOBAL BOND FUND (U.S. DOLLAR-HEDGED); PIMCO FUNDS: PIMCO GLOBAL BOND FUND (UNHEDGED); PIMCO FUNDS: PIMCO HIGH YIELD FUND; PIMCO FUNDS: PIMCO INCOME FUND; PIMCO FUNDS: PIMCO INTERNATIONAL STOCKSPLUS® AR STRATEGY FUND (U.S. DOLLAR-HEDGED); PIMCO FUNDS: PIMCO INVESTMENT GRADE CORPORATE BOND FUND; PIMCO FUNDS: PIMCO LONG DURATION TOTAL RETURN FUND; PIMCO FUNDS: PIMCO LONG-TERM CREDIT FUND; PIMCO FUNDS: PIMCO LOW DURATION FUND; PIMCO FUNDS: PIMCO LOW DURATION FUND II; PIMCO FUNDS: PIMCO LOW DURATION FUND III; PIMCO FUNDS: PIMCO MODERATE DURATION FUND; PIMCO FUNDS: PIMCO MORTGAGE OPPORTUNITIES FUND; PIMCO FUNDS: PIMCO MORTGAGE-BACKED SECURITIES FUND; PIMCO FUNDS: PIMCO REAL RETURN FUND; PIMCO FUNDS: PIMCO SHORT-TERM FUND; PIMCO FUNDS: PIMCO SMALL CAP STOCKSPLUS® AR STRATEGY FUND; PIMCO FUNDS: PIMCO STOCKSPLUS® ABSOLUTE RETURN FUND; PIMCO FUNDS: PIMCO STOCKSPLUS® AR SHORT STRATEGY FUND; PIMCO FUNDS: PIMCO STOCKSPLUS® FUND; PIMCO FUNDS: PIMCO TOTAL RETURN FUND; PIMCO FUNDS: PIMCO TOTAL RETURN FUND II; PIMCO FUNDS: PIMCO TOTAL RETURN FUND III; PIMCO FUNDS: PIMCO TOTAL RETURN FUND IV; PIMCO FUNDS: PIMCO UNCONSTRAINED BOND FUND; PIMCO FUNDS: PIMCO UNCONSTRAINED TAX MANAGED BOND FUND; PIMCO FUNDS: PIMCO WORLDWIDE FUNDAMENTAL ADVANTAGE AR STRATEGY FUND; PIMCO FUNDS: PRIVATE ACCOUNT PORTFOLIO SERIES ASSET-BACKED SECURITIES PORTFOLIO; PIMCO FUNDS:

PRIVATE ACCOUNT PORTFOLIO SERIES
DEVELOPING LOCAL MARKETS
PORTFOLIO; PIMCO FUNDS: PRIVATE
ACCOUNT PORTFOLIO SERIES HIGH
YIELD PORTFOLIO; PIMCO FUNDS:
PRIVATE ACCOUNT PORTFOLIO SERIES
INTERNATIONAL PORTFOLIO; PIMCO
FUNDS: PRIVATE ACCOUNT PORTFOLIO
SERIES INVESTMENT GRADE
CORPORATE PORTFOLIO; PIMCO
FUNDS: PRIVATE ACCOUNT PORTFOLIO
SERIES MORTGAGE PORTFOLIO; PIMCO
FUNDS: PRIVATE ACCOUNT PORTFOLIO
SERIES SHORT-TERM PORTFOLIO;
PIMCO FUNDS: PRIVATE ACCOUNT
PORTFOLIO SERIES U.S. GOVERNMENT
SECTOR PORTFOLIO; PIMCO GLOBAL
ADVANTAGE STRATEGY BOND FUND
(CANADA); PIMCO GLOBAL CREDIT
OPPORTUNITY MASTER FUND LDC;
PIMCO GLOBAL INCOME
OPPORTUNITIES FUND; PIMCO GLOBAL
STOCKSPLUS & INCOME FUND; PIMCO
HIGH INCOME FUND; PIMCO INCOME
OPPORTUNITY FUND; PIMCO INCOME
STRATEGY FUND II; PIMCO LARGE CAP
STOCKSPLUS ABSOLUTE RETURN
FUND; PIMCO MONTHLY INCOME FUND
(CANADA); PIMCO OFFSHORE FUNDS -
PIMCO ABSOLUTE RETURN STRATEGY
IV EFUND; PIMCO OFFSHORE FUNDS:
PIMCO OFFSHORE FUNDS - PIMCO
ABSOLUTE RETURN STRATEGY V
ALPHA FUND; PIMCO STRATEGIC
GLOBAL GOVERNMENT FUND, INC.;
PIMCO VARIABLE INSURANCE TRUST:
PIMCO COMMODITYREALRETURN
STRATEGY PORTFOLIO; PIMCO
VARIABLE INSURANCE TRUST: PIMCO
FOREIGN BOND PORTFOLIO (U.S.
DOLLAR HEDGED); PIMCO VARIABLE
INSURANCE TRUST: PIMCO FOREIGN
BOND PORTFOLIO (UNHEDGED); PIMCO
VARIABLE INSURANCE TRUST: PIMCO
GLOBAL ADVANTAGE STRATEGY
BOND PORTFOLIO; PIMCO VARIABLE

INSURANCE TRUST; PIMCO GLOBAL BOND PORTFOLIO (UNHEDGED); PIMCO VARIABLE INSURANCE TRUST; PIMCO LOW DURATION PORTFOLIO; PIMCO VARIABLE INSURANCE TRUST; PIMCO REAL RETURN PORTFOLIO; PIMCO VARIABLE INSURANCE TRUST; PIMCO TOTAL RETURN PORTFOLIO; PIMCO VARIABLE INSURANCE TRUST; PIMCO UNCONSTRAINED BOND PORTFOLIO; TERLINGUA FUND 2, LP; CREF BOND MARKET ACCOUNT; CREF SOCIAL CHOICE ACCOUNT; TIAA GLOBAL PUBLIC INVESTMENTS, MBS LLC; TIAA-CREF BOND FUND; TIAA-CREF BOND PLUS FUND; TIAA-CREF LIFE BOND FUND; TIAA-CREF LIFE INSURANCE COMPANY; TIAA-CREF SHORT-TERM BOND FUND; PRUDENTIAL BANK & TRUST, FSB; PRUDENTIAL RETIREMENT INSURANCE AND ANNUITY COMPANY; PRUDENTIAL TRUST COMPANY; THE GIBRALTAR LIFE INSURANCE COMPANY, LTD.; THE PRUDENTIAL INSURANCE COMPANY OF AMERICA; THE PRUDENTIAL INVESTMENT PORTFOLIOS 2; THE PRUDENTIAL INVESTMENT PORTFOLIOS 9; THE PRUDENTIAL INVESTMENT PORTFOLIOS, INC.; THE PRUDENTIAL INVESTMENT PORTFOLIOS, INC. 17; THE PRUDENTIAL SERIES FUND; BROOKFIELD MORTGAGE OPPORTUNITY INCOME FUND INC.; BROOKFIELD TOTAL RETURN FUND INC.; MILLERTON ABS CDO LTD.; MONUMENTAL LIFE INSURANCE COMPANY; STONEBRIDGE REINSURANCE COMPANY; TRANSAMERICA ADVISORS LIFE INSURANCE COMPANY OF NEW YORK; TRANSAMERICA FINANCIAL LIFE INSURANCE COMPANY; TRANSAMERICA INTERNATIONAL RE (BERMUDA) LTD.; TRANSAMERICA LIFE INSURANCE COMPANY;

TRANSAMERICA LIFE INTERNATIONAL
(BERMUDA) LTD.; WESTERN RESERVE
LIFE ASSURANCE CO. OF OHIO; KORE
ADVISORS, L.P.; SEALINK FUNDING
LIMITED; DZ BANK AG, derivatively, on
behalf of the Trusts Identified in Exhibit 1,

Plaintiffs,

-against-

THE BANK OF NEW YORK MELLON,

Defendant,

-and-

The Trusts Identified in Exhibit 1,

Nominal Defendants.

TABLE OF CONTENTS

	<u>Page</u>
I. NATURE AND SUMMARY OF THE ACTION	1
II. PARTIES	8
A. Plaintiffs	8
1. AEGON.....	8
2. BlackRock Funds	10
3. Brookfield	14
4. DZ Bank.....	15
5. Kore.....	15
6. PIMCO.....	16
7. Prudential	42
8. Sealink.....	47
9. TIAA.....	47
B. Defendants	49
1. The Bank Of New York Mellon	49
2. The Nominal Defendant Trusts.....	50
III. OVERVIEW OF THE TRUSTS	50
IV. JURISDICTION AND VENUE	51
V. PRESUIT DEMAND ON BNYM IS NOT REQUIRED AND WOULD BE FUTILE.....	52
VI. BACKGROUND - THE TRUSTEE’S ROLE AS GATEKEEPER IN THE SECURITIZATION PROCESS	53
VII. BNYM’S CONTRACTUAL OBLIGATIONS	56
A. The Mortgage Loan Purchase And Sale Agreement.....	57
B. The Pooling And Servicing Agreements	59
1. BNYM’s Duties And Obligations Under The PSAs.....	59

a)	Duty To Provide Notice Of Breaches And To Enforce Putback Rights	60
b)	BNYM’s Duties Regarding The Servicers	61
c)	Duties Upon Knowledge Of An Event Of Default.....	61
2.	The Servicers’ Duties And Obligations Under The PSAs	62
a)	Duty To Provide Notice Of Breaches And To Enforce Putback Rights	62
b)	Duty To Perform Prudent And Customary Servicing Practices.....	63
c)	Duty To Perform Prudent Foreclosure Practices	64
d)	Duty To Perform Prudent Servicing Advances.....	65
C.	The Indentures And Sale Servicing Agreements	66
VIII.	THE TRUSTS SUFFERED FROM PERVASIVE BREACHES OF REPRESENTATIONS AND WARRANTIES BY THE ORIGINATORS	69
A.	High Default Rates Of The Mortgage Loans And Plummeting Credit Ratings Are Indicative Of Massive Seller Breaches.....	69
B.	The Systemic Disregard Of Underwriting Standards Was Pervasive During The Relevant Period	70
C.	There Is Evidence Of Widespread Breaches Of Representations And Warranties By The Specific Originators That Sold Loans To The Trusts	72
1.	Countrywide.....	73
2.	First Horizon	78
3.	Nationstar	82
4.	NovaStar	84
5.	Popular, Inc.	89
6.	GreenPoint, Inc.	90
7.	Wells Fargo.....	92
8.	First Franklin.....	94

9.	Fremont.....	95
10.	WMC.....	98
D.	The Systemic Disregard Of Prudent Securitization Standards Was Pervasive During The Relevant Period.....	102
E.	There Is Evidence Of Widespread Breaches Of Representations And Warranties By The Specific Sponsors Of The Trusts.....	103
1.	Bear Stearns	103
2.	UBS.....	106
3.	Lehman	108
4.	Merrill Lynch	110
5.	C-BASS.....	113
IX.	BNYM KNEW THAT THE TRUSTS WERE FILLED WITH DEFECTIVE LOANS	115
A.	The Trusts’ Poor Performance	116
B.	Credit Rating Downgrades Of The Certificates Further Supports The Sellers’ Breaches	118
C.	BNYM Pervasive And Systemic Seller Breaches Through Financial Guaranty Insurer Litigation.....	119
D.	BNYM Discovered Countrywide’s Widespread Breaches Of Representations And Warranties Through The Bank Of America/Countrywide Article 77 Proceeding And Related Litigation.....	122
E.	BNYM And Its Responsible Officers Received Written Notice From Certificateholders Of Pervasive And Systemic Seller Breaches	125
F.	BNYM Initiated Putback Litigation Against Sellers	128
X.	THE TRUSTS SUFFERED FROM PERVASIVE SERVICER VIOLATIONS	130
A.	The Servicers Failed To Give Notice Of Seller Breaches Of Representations And Warranties And Enforce The Sellers’ Repurchase Obligations	130
B.	The Servicers Have Violated Their Prudent Servicing Obligations	133
C.	The Servicers Have Violated Their Foreclosure Obligations.....	138
D.	The Servicers Have Violated Their Modification Obligations.....	142

E.	The Servicers Have Abused Their Servicing Advances Obligations	143
XI.	BNYM HAS KNOWN OF SERVICER VIOLATIONS PLAGUING THE TRUSTS.....	146
A.	BNYM And Its Responsible Officers Received Written Notice From Certificateholders Of Pervasive And Systemic Servicer Breaches	146
B.	BNYM Had Knowledge Of The Servicers’ Failures Through The Monthly Servicer And Remittance Reports	148
C.	BNYM Had Knowledge Of The Servicers’ Failures Through Highly Publicized Government Enforcement Actions And Litigation Stemming From The Servicers’ Violations.....	149
XII.	BNYM FAILED TO DISCHARGE ITS CRITICAL PRE- AND POST-DEFAULT DUTIES	150
A.	Failure To Enforce The Trusts’ Repurchase Rights	150
B.	Failure To Provide Notice To The Servicers Of Events Of Default.....	150
C.	Failure To Act Prudently Subsequent To The Uncured Events Of Default.....	151
D.	Failure To Provide Notice To The Certificateholders Of The Uncured Events Of Default.....	152
XIII.	BNYM FAILED TO PROTECT THE TRUSTS DUE TO ITS CONFLICTS OF INTEREST.....	152
XIV.	CAUSATION	154
XV.	DAMAGES.....	155
XVI.	CAUSES OF ACTION.....	155
	FIRST CAUSE OF ACTION BREACH OF CONTRACT (On Behalf Of The Trusts Against BNYM).....	155
	SECOND CAUSE OF ACTION VIOLATION OF THE TRUST INDENTURE ACT OF 1939, 53 STAT. 1171 (On Behalf Of The Trusts Against BNYM).....	163
	THIRD CAUSE OF ACTION NEGLIGENCE - BREACH OF PRE-DEFAULT DUTY OF INDEPENDENCE (On Behalf Of The Trusts Against BNYM).....	166
	FOURTH CAUSE OF ACTION BREACH OF FIDUCIARY DUTY – DUTY OF CARE (On Behalf Of The Trusts Against BNYM).....	168
	FIFTH CAUSE OF ACTION NEGLIGENCE – DUTY OF CARE (On Behalf Of The Trusts Against BNYM).....	170

SIXTH CAUSE OF ACTION BREACH OF FIDUCIARY DUTY – BREACH OF POST-DEFAULT DUTY OF INDEPENDENCE (On Behalf Of The Trusts Against BNYM).....	172
XVII. RELIEF REQUESTED.....	174
XVIII. JURY DEMAND	175

Plaintiffs AEGON (as defined herein); BlackRock Funds (as defined herein); Brookfield (as defined herein); Deutsche Zentral-Genossenschaftsbank AG, New York Branch, d/b/a DZ Bank AG, New York Branch (“DZ Bank”); Kore Advisors, L.P. (“Kore”); PIMCO (as defined herein); Prudential (as defined herein); Sealink Funding Limited (“Sealink”); and TIAA (as defined herein) (collectively, “Plaintiffs”) by and through their undersigned attorneys, hereby bring this amended derivative complaint (“Amended Complaint”) on behalf of and for the benefit of the 229 residential mortgage-backed securities (“RMBS”) trusts identified in Exhibit 1 (“Trusts”), against The Bank of New York Mellon (“BNYM” or the “Trustee”), the Trustee for the Trusts.

I. NATURE AND SUMMARY OF THE ACTION

1. Defendant BNYM is a national banking association and is the Trustee for more than a thousand residential mortgage-backed securities (“RMBS”) trusts originally securitized by almost \$1 trillion of residential mortgage loans. Among them are the Trusts at issue in this action: 257 private-label RMBS Trusts securitized between 2004 and 2008 collateralized with loans worth more than \$174 billion at the time of securitization. BNYM, as Trustee, is the sole gatekeeper for the protection of the Trusts and their beneficial certificateholders (the “Certificateholders”), and must at all times act in the best interests of the Trusts. As alleged herein, BNYM wholly failed to discharge its duties and obligations to protect the Trusts. Instead, to protect its own business interests, BNYM ignored pervasive and systemic deficiencies in the underlying loan pools and the servicing of those loans and unreasonably refused to take any

action. This derivative action seeks to recover billions of dollars in damages to the Trusts caused by BNYM's abdication of responsibility.¹

2. RMBS trusts are created to facilitate the securitization and sale of residential mortgage loans to investors. The trust's assets consist entirely of the underlying loans, and the principal and interest payments on the loans are "passed through" to the certificateholders. Between 2004 and 2008, a handful of large investment banks dominated the RMBS market and controlled the process from beginning to end. These banks act as "sponsors" of the RMBS, acquiring the mortgage loans from originators, who often were affiliates of the sponsors or beholden to them through warehouse lending or other financial arrangements. Once the loans are originated, acquired and selected for securitization, the sponsor creates a trust where the loans are deposited for the benefit of the Certificateholders. The sponsor also hand-picks the servicer, often an affiliate of the sponsor or originator, to collect payments on the loans. Finally, a select number of these same banks that originate, securitize and service RMBS also act as trustees on other sponsor's deals.

3. To ensure the quality of the RMBS and the underlying loans, the Trust documents generally include representations and warranties from the loan sellers attesting to the quality and characteristics of the mortgages as well as an agreement to cure, substitute, or repurchase mortgages that do not comply with those representations and warranties. Because the risk of non-payment or default on the loans is "passed through" to investors, other than these representations and warranties, the large investment banks and other players in the mortgage

¹ This complaint does not allege in any way that the Trustees were or are burdened by conflicts in connection with their negotiation, evaluation, or acceptance of any RMBS settlement, including the \$8.5 billion settlement with Bank of America/Countrywide, the \$4.5 billion settlement with JPMorgan, or the \$1.125 billion settlement with Citibank.

securitization industry have no “skin” in the game once the RMBS are sold to certificateholders. Instead, their profits are principally derived from the spread between the cost to originate or purchase loans, how much they can sell them to investors once packaged as securities, as well as various servicing-related income. Accordingly, volume became the focus, and the quality of the loans was disregarded.

4. The fundamental role of a trustee in an RMBS securitization is to ensure that there is at least one independent party, free from any conflicting self-interest, to protect the trust corpus. Certificateholders have no access to the underlying loan files and other documents necessary to confirm compliance with the representations and warranties, cannot monitor the servicers’ conduct and performance, cannot act independently to enforce the trusts’ contractual rights, and must rely on the trustee to protect their interests. BNYM, as Trustee, was the sole contractual party in the Trusts’ securitization process intended to be independent of the investment banks that sponsored the securitization, the lenders that originated the loans, and the servicers that were often affiliated with either the sponsors or lenders, or both. Certificateholders must rely on the Trustee to protect the rights and interests of the trusts.

5. BNYM knew that the pools of loans backing the Trusts were filled with defective mortgage loans. The abysmal performance of the Trust collateral – including spiraling defaults, delinquencies and foreclosures – is outlined on monthly remittance reports that BNYM, as Trustee, publishes and publicly files with the government. The monthly remittance reports detail how, by January 2009, the Trusts had suffered collateral losses exceeding \$1.7 billion. On average, one in every five loans in the Trusts was delinquent. Moreover, 91 Trusts had delinquency rates exceeding 25%, and 46 Trusts had delinquency rates of over 35%. By January 2011, the Trusts’ collateral losses had more than *tripled* to \$7.3 billion. By the start of 2010,

nearly all of the securities issued by the Trusts had experienced multiple downgrades, with most reduced to “junk” status.

6. A steady stream of public disclosures has linked the abject performance of the Trusts to systemic abandonment of underwriting guidelines, and the deficient and often fraudulent securitization practices of the sponsors. Highly publicized government investigations, reports and enforcement actions; high-profile RMBS litigation by government agencies, federal banks, and institutional investors; and claims and litigation instituted by monoline insurers have repeatedly noted the “pervasive disregard” and “systemic abandonment” of underwriting guidelines in the years leading up to the financial crisis. Voluminous complaints in these proceedings detail gross misstatements in the Trust documents of key metrics concerning the quality of the underlying loan pools, including loan-to-value ratios (“LTVs”), owner occupancy status, and borrower credit scores – as well as the completeness of the loan files themselves.

7. With this knowledge, BNYM has taken action to protect certain trusts, but only ones that are not at issue herein. In these actions, BNYM admitted its knowledge of pervasive, industry-wide practices during the 2004-2008 RMBS securitization boom that resulted in RMBS trusts with “toxic” loans that were “ticking time bombs.” These “ticking time bombs” were originated by many of the same originators of loans in the Trusts at issue herein and were securitized by the same sponsors as the Trusts.

8. Indeed, BNYM is the trustee in one of the largest RMBS “putback” initiatives to enforce RMBS trust contract rights following the financial crisis. That initiative involves 530 Countrywide Financial Corporation (“Countrywide”) RMBS trusts, comprised of loans originated by Countrywide Home Loans, Inc. and its affiliates, and serviced by Countrywide affiliates and Banc of America Home Loans Servicing, L.P. (“Banc of America”). *See In the*

matter of the application of The Bank of New York Mellon, et al., Index No. 651786/2011 (N.Y. Sup. Ct.). There, BNYM engaged in discovery and expert analysis exposing breaches of representations and warranties for “hundreds of thousands of loans” and extensive servicer misconduct, and ultimately sought court approval of an \$8.5 billion settlement for the benefit of the trusts. Among other things, the trusts there at issue were alleged to be plagued with defective loans as evidenced by “excessive early default and foreclosure rates for the Mortgage Loans, the settlements reached by Countrywide with various state Attorneys General, and publicly disclosed emails from Countrywide officials.” Additionally, the master servicer allegedly breached the governing agreements by “(i) failing to maintain accurate and adequate loan and collateral files in a manner consistent with prudent mortgage servicing standards; (ii) failing to demand that the Sellers cure deficiencies in mortgage records; (iii) incurring avoidable and unnecessary servicing fees as a result of its allegedly deficient record-keeping; and (iv) overcharging by as much as 100% the costs for maintenance, inspection and other services with regard to defaulted Mortgage Loans.”

9. Despite this knowledge, BNYM did nothing to protect the Trusts and Certificateholders that are the subject of this action. Here, Countrywide is by far the *number one* originator of mortgage loans, having originated more than *\$27 billion* of loans included in the Trusts. Countrywide also sponsored many of the Trusts, which have an original face amount of more than *\$20 billion*. And, Countrywide and Banc of America affiliates are the top servicers for the Trusts, servicing thirty-three Trusts with an original face amount of nearly *\$31 billion*. Despite Countrywide’s unmistakable importance as an originator, sponsor and servicer of the Trusts’ mortgage collateral, BNYM ignored the mountain of adverse information it amassed about Countrywide and Banc of America, refused to enforce the Trusts’ contract rights, and took

no action as Trustee against Countrywide, Banc of America or other responsible parties to protect the Trusts.

10. BNYM was further informed of pervasive and systemic deficiencies infecting the Trusts' collateral through additional "putback" initiatives. For example, in December 2011, a group of major institutional investors asked BNYM, as trustee, to investigate large numbers of ineligible mortgages in loan pools underlying dozens of JPMorgan sponsored trusts and deficient servicing of those loans. Together with similar instructions provided to four other trustees of the JPMorgan-sponsored trusts, the initiative covered more than *\$95 billion* of RMBS issued from 2005 to 2007. Less than two years later, BNYM and the other trustees were presented with a comprehensive \$4.5 billion settlement offer covering 330 JPMorgan-sponsored trusts. In another investor-led initiative, BNYM, as trustee, gave its *approval* to a \$8.7 billion settlement covering, among other trusts, 570 RMBS trusts sponsored by Residential Capital and its affiliates ("ResCap") from 2004 to 2008 with an original face amount of more than *\$320 billion*.

11. These and other certificateholder-led initiatives sought to "putback" large quantities of loans (1) originated by many of the same lenders that also originated large quantities of the loans sold to the Trusts, including Countrywide (\$28 billion of loans sold to the Trusts) and Wilmington Finance, Inc. (\$4.5 billion of loans sold to the Trusts); and (2) securitized by the same investment banks and financial institutions that sponsored the Trusts, including Countrywide (\$21.2 billion of sponsored Trusts) and Bear, Stearns & Co., Inc. ("Bear Stearns") (\$15.7 billion of sponsored Trusts). In addition, these initiatives identified and sought recovery of losses relating to servicing deficiencies by many of the same major servicers of loans backing the Trusts, including Wells Fargo Bank, N.A. ("Wells Fargo") (servicer to \$31.2 billion

of loans sold to the Trusts) and Countrywide (servicer to \$29.8 billion of loans sold to the Trusts).

12. Finally, as a major player in the RMBS market and through its involvement in the historic putback initiatives above, BNYM had a front row seat to view the same industrywide servicer violations that plague the Trusts and were apparent to BNYM through its supervision of these same servicers for the Trusts. Indeed, during the Article 77 proceeding involving the Countrywide putback initiative, information regarding Countrywide's systemic and pervasive servicing abuses was made public, including its failure to maintain accurate records, modification of predatory loans, and its advancing and charging of unnecessary fees and services. Moreover, many of the other servicers to the Trusts have faced federal and state regulatory enforcement actions which have led to landmark settlements, including the \$25 billion "National Mortgage Settlement" entered into between forty-nine State Attorneys General and some of the Trusts' servicers. Notably, without receiving Certificateholder approval, many of these settlement agreements effectively permit the servicers to use trust assets to finance their settlement payments for their own wrongdoing.

13. Under the governing Pooling and Servicing Agreements ("PSA"), upon BNYM's knowledge of an "Event of Default" by a servicer, BNYM is obligated to provide written notice of the default to the servicer. BNYM systematically failed, however, to provide notice to the servicers of their defaults because, as discussed below, BNYM did not want to jeopardize its close business relationships with the servicers.

14. Further, under the PSAs, within sixty to ninety days after the occurrence of an Event of Default, BNYM is obligated to transmit by mail to all Certificateholders notice of each Event of Default known to BNYM, unless the Event of Default has been cured or waived.

Although Events of Default occurred and were not – and have not been – cured or waived, BNYM has similarly failed to provide written notice to the Certificateholders of the Events of Default. BNYM has covered up the Events of Default for several self-interested reasons. Among other things, had BNYM provided notice of an Event of Default, it would have greatly increased BNYM’s liabilities and duties, but BNYM’s compensation under the PSA would have remained the same.

15. Finally, after the Events of Default, BNYM failed to exercise its rights under the governing agreements as a prudent person would, under those circumstances, in the conduct of its own affairs. BNYM did nothing to protect the Trusts and Certificateholders, choosing instead to deliberately ignore the egregious Events of Default for its own benefit and to the detriment of the Trusts.

II. PARTIES

A. Plaintiffs

1. AEGON

16. The following plaintiffs are collectively referred to as “AEGON.”

17. Plaintiff Monumental Life Insurance Company is a corporation organized under the laws of the State of Iowa with its principal place of business in Cedar Rapids, Iowa. Monumental Life Insurance Company is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. Monumental Life Insurance Company has been a certificateholder of these Trusts at the time of the transactions of which it complains, or interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13-107.

18. Plaintiff Stonebridge Reinsurance Company is a corporation organized under the laws of the State of Vermont with its principal place of business in Burlington, Vermont. Stonebridge Reinsurance Company is a Certificateholder in the Trusts identified in

Exhibit 1 attached hereto. Stonebridge Reinsurance Company has been a certificateholder of these Trusts at the time of the transactions of which it complains, or interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13-107.

19. Plaintiff Transamerica International Re (Bermuda) Ltd. is a corporation organized under the laws of Bermuda with its principal place of business in Hamilton, Bermuda. Transamerica International Re (Bermuda) Ltd. is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. Transamerica International Re (Bermuda) Ltd. has been a certificateholder of these Trusts at the time of the transactions of which it complains, or interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13-107.

20. Plaintiff Transamerica Life International (Bermuda) Ltd. is a corporation organized under the laws of Bermuda with its principal place of business in Hamilton, Bermuda. Transamerica Life International (Bermuda) Ltd. is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. Transamerica Life International (Bermuda) Ltd. has been a certificateholder of these Trusts at the time of the transactions of which it complains, or interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13-107.

21. Plaintiff Transamerica Advisors Life Insurance Company of New York is a corporation organized under the laws of the State of New York with its principal place of business in Harrison, New York. Transamerica Advisors Life Insurance Company of New York is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. Transamerica Advisors Life Insurance Company of New York has been a certificateholder of these Trusts at the time of

the transactions of which it complains, or interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13-107.

22. Plaintiff Transamerica Financial Life Insurance Company is a corporation organized under the laws of the State of New York with its principal place of business in Cedar Rapids, Iowa. Transamerica Financial Life Insurance Company is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. Transamerica Financial Life Insurance Company has been a certificateholder of these Trusts at the time of the transactions of which it complains, or interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13-107.

23. Plaintiff Transamerica Life Insurance Company is a corporation organized under the laws of the State of Iowa with its principal place of business in Cedar Rapids, Iowa. Transamerica Life Insurance Company is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. Transamerica Life Insurance Company has been a certificateholder of these Trusts at the time of the transactions of which it complains, or interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13-107.

24. Plaintiff Western Reserve Life Assurance Co. of Ohio is a corporation organized under the laws of the State of Ohio with its principal place of business in Columbus, Ohio. Western Reserve Life Assurance Co. of Ohio is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. Western Reserve Life Assurance Co. of Ohio has been a certificateholder of these Trusts at the time of the transactions of which it complains, or interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13-107.

2. BlackRock Funds

25. The following plaintiffs are collectively referred to as “BlackRock Funds.”

26. Plaintiff BlackRock Income Trust, Inc. is a registered investment company with its principal place of business in Wilmington Delaware. BlackRock Income Trust, Inc. is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. BlackRock Income Trust, Inc. has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

27. Plaintiff BlackRock Enhanced Government Fund, Inc. is a registered investment company with its principal place of business in Wilmington Delaware. BlackRock Enhanced Government Fund, Inc. is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. BlackRock Enhanced Government Fund, Inc. has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

28. Plaintiff BlackRock Allocation Target Shares: Series S Portfolio is a registered investment company with its principal place of business in Wilmington, Delaware. BlackRock Allocation Target Shares: Series S Portfolio is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. BlackRock Allocation Target Shares: Series S Portfolio has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

29. Plaintiff BlackRock Multi-Asset Income – Non-Agency MBS Portfolio is a registered investment company with its principal place of business in Wilmington, Delaware. BlackRock Multi-Asset Income – Non-Agency MBS Portfolio is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. BlackRock Multi-Asset Income – Non-Agency MBS

Portfolio has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

30. Plaintiff BlackRock Total Return Portfolio (Ins – Series) is a registered investment company with its principal place of business in Wilmington, Delaware. BlackRock Total Return Portfolio (Ins – Series) is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. BlackRock Total Return Portfolio (Ins – Series) has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

31. Plaintiff BlackRock CoreAlpha Bond Master Portfolio is a collective trust fund with its principal place of business in San Francisco, California. BlackRock CoreAlpha Bond Master Portfolio is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. BlackRock CoreAlpha Bond Master Portfolio has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

32. Plaintiff BlackRock CorePlus Bond Fund B is a collective trust fund with its principal place of business in San Francisco, California. BlackRock CorePlus Bond Fund B is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. BlackRock CorePlus Bond Fund B has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

33. Plaintiff BlackRock Core Active LIBOR Fund B is a collective trust fund with its principal place of business in San Francisco, California. BlackRock Core Active LIBOR Fund B

is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. BlackRock Core Active LIBOR Fund B has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

34. Plaintiff BlackRock Fixed Income GlobalAlpha Master Fund Ltd. is a collective trust fund with its principal place of business in San Francisco, California. BlackRock Fixed Income GlobalAlpha Master Fund Ltd. is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. BlackRock Fixed Income GlobalAlpha Master Fund Ltd. has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

35. Plaintiff BlackRock Balanced Capital Portfolio (FI) is a registered investment company with its principal place of business in Wilmington, Delaware. BlackRock Balanced Capital Portfolio (FI) is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. BlackRock Balanced Capital Portfolio (FI) has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

36. Plaintiff BlackRock Core Bond Portfolio is a registered investment company with its principal place of business in Wilmington, Delaware. BlackRock Core Bond Portfolio is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. BlackRock Core Bond Portfolio has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

37. Plaintiff BlackRock Low Duration Bond Portfolio is a registered investment company with its principal place of business in Wilmington, Delaware. BlackRock Low Duration Bond Portfolio is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. BlackRock Low Duration Bond Portfolio has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

38. Plaintiff BlackRock Total Return V.I. Portfolio (Ins - Var Ser) is a registered investment company with its principal place of business in Wilmington, Delaware. BlackRock Total Return V.I. Portfolio (Ins - Var Ser) is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. BlackRock Total Return V.I. Portfolio (Ins - Var Ser) has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

39. Plaintiff BlackRock Core Active Bond Fund B is a collective trust fund with its principal place of business in San Francisco, California. BlackRock Core Active Bond Fund B is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. BlackRock Core Active Bond Fund B has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

3. Brookfield

40. The following plaintiffs are collectively referred to as “Brookfield.”

41. Plaintiff Brookfield Mortgage Opportunity Income Fund Inc. is a corporation organized under the laws of the State of Maryland. Brookfield Mortgage Opportunity Income Fund Inc. is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. Brookfield

Mortgage Opportunity Income Fund Inc. has been a certificateholder of these Trusts at the time of the transactions of which it complains, or interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13-107.

42. Plaintiff Brookfield Total Return Fund Inc. is a corporation organized under the laws of the State of Maryland. Brookfield Total Return Fund Inc. is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. Brookfield Total Return Fund Inc. has been a certificateholder of these Trusts at the time of the transactions of which it complains, or interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13-107.

43. Plaintiff Millerton ABS CDO Ltd. is a Cayman exempted company with limited liability. Millerton ABS CDO Ltd. is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. Millerton ABS CDO Ltd. has been a certificateholder of these Trusts at the time of the transactions of which it complains, or interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13-107.

4. DZ Bank

44. Plaintiff DZ Bank is a commercial bank incorporated in Germany. DZ Bank maintains an office at 609 Fifth Avenue, New York, New York, 10017. DZ Bank is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. DZ Bank has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13-107.

5. Kore

45. Plaintiff Kore is a Delaware Limited Partnership with its principal place of business located at 1501 Corporate Drive, Suite 230, Boynton Beach, Florida 33426. Kore is the

investment manager to Kore Fixed Income Fund Ltd., a private fund formed under the laws of the Cayman Islands and Sunrise Partners Limited Partnership, a private fund formed under the laws of Delaware (collectively, the “Private Funds”). Kore, through the Private Funds, is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. Kore, through the Private Funds, has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

6. PIMCO

46. The following plaintiffs are collectively referred to as “PIMCO.”

47. Plaintiff Fixed Income SHares: Series M is a Massachusetts business trust. Plaintiff Fixed Income SHares: Series M is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. Plaintiff Fixed Income SHares: Series M has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

48. Plaintiff LVS I LLC is a Delaware limited liability company. LVS I LLC is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. LVS I LLC has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

49. Plaintiff LVS II LLC is a Delaware limited liability company. LVS II LLC is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. LVS II LLC has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its

interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

50. Plaintiff Pacific Bay CDO, Ltd. is a Cayman Islands exempted company. Plaintiff Pacific Bay CDO, Ltd. is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. Plaintiff Pacific Bay CDO, Ltd. has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

51. Plaintiff PARS Aspire Fund is a Société à responsabilité limitée, or private limited liability corporate entity, existing under the laws of Luxembourg. Plaintiff PARS Aspire Fund is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. LVS II LLC has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

52. Plaintiff PCM Fund, Inc. is a corporation existing under the laws of Maryland, with its principal place of business located at 1345 Avenue of the Americas, New York, New York. PCM Fund, Inc. is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. PCM Fund, Inc. has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

53. Plaintiff PIMCO Absolute Return Strategy 3D Offshore Fund Ltd. is a limited partnership existing under the laws of the Cayman Islands. PIMCO Absolute Return Strategy 3D Offshore Fund Ltd. is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. PIMCO Absolute Return Strategy 3D Offshore Fund Ltd. has been a Certificateholder of these

Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

54. Plaintiff PIMCO Absolute Return Strategy II Master Fund LDC is a limited duration company existing under the laws of the Cayman Islands. PIMCO Absolute Return Strategy II Master Fund LDC is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. PIMCO Absolute Return Strategy II Master Fund LDC has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

55. Plaintiff PIMCO Absolute Return Strategy III Master Fund LDC is a limited duration company existing under the laws of the Cayman Islands. PIMCO Absolute Return Strategy III Master Fund LDC is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. PIMCO Absolute Return Strategy III Master Fund LDC has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

56. Plaintiff PIMCO Absolute Return Strategy IV Master Fund LDC is a limited duration company existing under the laws of the Cayman Islands. PIMCO Absolute Return Strategy IV Master Fund LDC is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. PIMCO Absolute Return Strategy IV Master Fund LDC has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

57. Plaintiff PIMCO Absolute Return Strategy V Master Fund LDC is a limited duration company existing under the laws of the Cayman Islands. PIMCO Absolute Return Strategy V Master Fund LDC is a Certificateholder in the Trusts identified in Exhibit 1 attached

hereto. PIMCO Absolute Return Strategy V Master Fund LDC has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

58. Plaintiff PIMCO Bermuda Trust IV: PIMCO Bermuda Global Bond Ex-Japan Fund is a Bermuda business trust. Plaintiff PIMCO Bermuda Trust IV: PIMCO Bermuda Global Bond Ex-Japan Fund is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. Plaintiff PIMCO Bermuda Trust IV: PIMCO Bermuda Global Bond Ex-Japan Fund has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

59. Plaintiff PIMCO Canada Canadian CorePLUS Long Bond Trust is a trust existing under the laws of Canada, which is managed by PIMCO Canada. PIMCO Canada Canadian CorePLUS Long Bond Trust is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. PIMCO Canada Canadian CorePLUS Long Bond Trust has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

60. Plaintiff PIMCO Cayman SPC Limited: PIMCO Cayman Global Aggregate Bond Segregated Portfolio is a Cayman Islands exempted company. Plaintiff PIMCO Cayman SPC Limited: PIMCO Cayman Global Aggregate Bond Segregated Portfolio is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. Plaintiff PIMCO Cayman SPC Limited: PIMCO Cayman Global Aggregate Bond Segregated Portfolio has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

61. Plaintiff PIMCO Cayman SPC Limited: PIMCO Cayman Japan CorePLUS Segregated Portfolio is a Cayman Islands unit trust. Plaintiff PIMCO Cayman SPC Limited: PIMCO Cayman Japan CorePLUS Segregated Portfolio is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. Plaintiff PIMCO Cayman SPC Limited: PIMCO Cayman Japan CorePLUS Segregated Portfolio has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13-107.

62. Plaintiff PIMCO Cayman SPC Limited: PIMCO Cayman Japan CorePLUS Strategy Segregated Portfolio is a Cayman Islands exempted company. Plaintiff PIMCO Cayman SPC Limited: PIMCO Cayman Japan CorePLUS Strategy Segregated Portfolio is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. Plaintiff PIMCO Cayman SPC Limited: PIMCO Cayman Japan CorePLUS Strategy Segregated Portfolio has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13-107.

63. Plaintiff PIMCO Cayman SPC Limited: PIMCO Cayman Unconstrained Bond Segregated Portfolio is a Cayman Islands exempted company. Plaintiff PIMCO Cayman SPC Limited: PIMCO Cayman Unconstrained Bond Segregated Portfolio is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. Plaintiff PIMCO Cayman SPC Limited: PIMCO Cayman Unconstrained Bond Segregated Portfolio has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13-107.

64. Plaintiff PIMCO Corporate & Income Opportunity Fund is a business trust existing under the laws of Massachusetts. PIMCO Corporate & Income Opportunity Fund is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. PIMCO Corporate & Income Opportunity Fund has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13-107.

65. Plaintiff PIMCO Corporate & Income Strategy Fund is a business trust existing under the laws of Massachusetts. PIMCO Corporate & Income Strategy Fund is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. PIMCO Corporate & Income Strategy Fund has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13-107.

66. Plaintiff PIMCO Distressed Senior Credit Opportunities Fund II, L.P. is a limited partnership existing under the laws of Delaware. PIMCO Distressed Senior Credit Opportunities Fund II, L.P. is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. PIMCO Distressed Senior Credit Opportunities Fund II, L.P. has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13-107.

67. Plaintiff PIMCO Dynamic Credit Income Fund is a business trust existing under the laws of Massachusetts. PIMCO Dynamic Credit Income Fund is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. PIMCO Dynamic Credit Income Fund has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its

interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

68. Plaintiff PIMCO Dynamic Income Fund is a business trust existing under the laws of Massachusetts. PIMCO Dynamic Income Fund is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. PIMCO Dynamic Income Fund has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

69. Plaintiff PIMCO ETF Trust: PIMCO Low Duration Exchange-Traded Fund is a statutory trust existing under the laws of Delaware. PIMCO ETF Trust: PIMCO Low Duration Exchange-Traded Fund is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. PIMCO ETF Trust: PIMCO Low Duration Exchange-Traded Fund has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

70. Plaintiff PIMCO ETF Trust: PIMCO Total Return Exchange-Traded Fund is a statutory trust existing under the laws of Delaware. PIMCO ETF Trust: PIMCO Total Return Exchange-Traded Fund is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. PIMCO ETF Trust: PIMCO Total Return Exchange-Traded Fund has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

71. Plaintiff PIMCO Funds: PIMCO EM Fundamental IndexPLUS[®] AR Strategy Fund is a business trust existing under the laws of Massachusetts. PIMCO Funds: PIMCO EM Fundamental IndexPLUS[®] AR Strategy Fund is a Certificateholder in the Trusts identified in

Exhibit 1 attached hereto. PIMCO Funds: PIMCO EM Fundamental IndexPLUS[®] AR Strategy Fund has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

72. Plaintiff PIMCO Funds: PIMCO International Fundamental IndexPLUS[®] AR Strategy Fund is a business trust existing under the laws of Massachusetts. PIMCO Funds: PIMCO International Fundamental IndexPLUS[®] AR Strategy Fund is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. PIMCO Funds: PIMCO EM Fundamental IndexPLUS[®] AR Strategy Fund has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

73. Plaintiff PIMCO Funds: PIMCO Small Company Fundamental IndexPLUS[®] AR Strategy Fund is a business trust existing under the laws of Massachusetts. PIMCO Funds: PIMCO Small Company Fundamental IndexPLUS[®] AR Strategy Fund is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. PIMCO Funds: PIMCO Small Company Fundamental IndexPLUS[®] AR Strategy Fund has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

74. Plaintiff PIMCO Funds: PIMCO CommoditiesPLUS[®] Strategy Fund is a business trust existing under the laws of Massachusetts. PIMCO Funds: PIMCO CommoditiesPLUS[®] Strategy Fund is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. PIMCO Funds: PIMCO CommoditiesPLUS[®] Strategy Fund has been a Certificateholder of these Trusts

at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

75. Plaintiff PIMCO Funds: PIMCO CommodityRealReturn Strategy Fund[®] is a business trust existing under the laws of Massachusetts. PIMCO Funds: PIMCO CommodityRealReturn Strategy Fund[®] is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. PIMCO Funds: PIMCO CommodityRealReturn Strategy Fund[®] has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

76. Plaintiff PIMCO Funds: PIMCO Credit Absolute Return Fund is a business trust existing under the laws of Massachusetts. PIMCO Funds: PIMCO Credit Absolute Return Fund is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. PIMCO Funds: PIMCO Credit Absolute Return Fund has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

77. Plaintiff PIMCO Funds: PIMCO Diversified Income Fund is a business trust existing under the laws of Massachusetts. PIMCO Funds: PIMCO Diversified Income Fund is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. PIMCO Funds: PIMCO Diversified Income Fund has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

78. Plaintiff PIMCO Funds: PIMCO Emerging Markets Currency Fund is a business trust existing under the laws of Massachusetts. PIMCO Funds: PIMCO Emerging Markets

Currency Fund is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. PIMCO Funds: PIMCO Emerging Markets Currency Fund has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

79. Plaintiff PIMCO Funds: PIMCO Floating Income Fund is a business trust existing under the laws of Massachusetts. PIMCO Funds: PIMCO Floating Income Fund is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. PIMCO Funds: PIMCO Floating Income Fund has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

80. Plaintiff PIMCO Funds: PIMCO Foreign Bond Fund (U.S. Dollar-Hedged) is a business trust existing under the laws of Massachusetts. PIMCO Funds: PIMCO Foreign Bond Fund (U.S. Dollar-Hedged) is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. PIMCO Funds: PIMCO Foreign Bond Fund (U.S. Dollar-Hedged) has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

81. Plaintiff PIMCO Funds: PIMCO Foreign Bond Fund (Unhedged) is a business trust existing under the laws of Massachusetts. PIMCO Funds: PIMCO Foreign Bond Fund (Unhedged) is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. PIMCO Funds: PIMCO Foreign Bond Fund (Unhedged) has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

82. Plaintiff PIMCO Funds: PIMCO Fundamental Advantage Absolute Return Strategy Fund is a business trust existing under the laws of Massachusetts. PIMCO Funds: PIMCO Fundamental Advantage Absolute Return Strategy Fund is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. PIMCO Funds: PIMCO Fundamental Advantage Absolute Return Strategy Fund has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

83. Plaintiff PIMCO Funds: PIMCO Fundamental IndexPLUS[®] AR Fund is a business trust existing under the laws of Massachusetts. PIMCO Funds: PIMCO Fundamental IndexPLUS[®] AR Fund is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. PIMCO Funds: PIMCO Fundamental IndexPLUS[®] AR Fund has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

84. Plaintiff PIMCO Funds: PIMCO Global Advantage[®] Strategy Bond Fund is a business trust existing under the laws of Massachusetts. PIMCO Funds: PIMCO Global Advantage[®] Strategy Bond Fund is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. PIMCO Funds: PIMCO Global Advantage[®] Strategy Bond Fund has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

85. Plaintiff PIMCO Funds: PIMCO Global Bond Fund (U.S. Dollar-Hedged) is a business trust existing under the laws of Massachusetts. PIMCO Funds: PIMCO Global Bond Fund (U.S. Dollar-Hedged) is a Certificateholder in the Trusts identified in Exhibit 1 attached

hereto. PIMCO Funds: PIMCO Global Bond Fund (U.S. Dollar-Hedged) has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

86. Plaintiff PIMCO Funds: PIMCO Global Bond Fund (Unhedged) is a business trust existing under the laws of Massachusetts. PIMCO Funds: PIMCO Global Bond Fund (Unhedged) is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. PIMCO Funds: PIMCO Global Bond Fund (Unhedged) has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

87. Plaintiff PIMCO Funds: PIMCO High Yield Fund is a business trust existing under the laws of Massachusetts. PIMCO Funds: PIMCO High Yield Fund is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. PIMCO Funds: PIMCO High Yield Fund has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

88. Plaintiff PIMCO Funds: PIMCO Income Fund is a business trust existing under the laws of Massachusetts. PIMCO Funds: PIMCO Income Fund is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. PIMCO Funds: PIMCO Income Fund has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

89. Plaintiff PIMCO Funds: PIMCO International StocksPLUS[®] AR Strategy Fund (U.S. Dollar-Hedged) is a business trust existing under the laws of Massachusetts. PIMCO Funds: PIMCO International StocksPLUS[®] AR Strategy Fund (U.S. Dollar-Hedged) is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. PIMCO Funds: PIMCO International StocksPLUS[®] AR Strategy Fund (U.S. Dollar-Hedged) has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

90. Plaintiff PIMCO Funds: PIMCO Investment Grade Corporate Bond Fund is a business trust existing under the laws of Massachusetts. PIMCO Funds: PIMCO Investment Grade Corporate Bond Fund is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. PIMCO Funds: PIMCO Investment Grade Corporate Bond Fund has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

91. Plaintiff PIMCO Funds: PIMCO Long Duration Total Return Fund is a Massachusetts business trust. Plaintiff PIMCO Funds: PIMCO Long Duration Total Return Fund is a Certificateholder of the Trusts identified in Exhibit 1 attached hereto. PIMCO Funds: PIMCO Long Duration Total Return Fund has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

92. Plaintiff PIMCO Funds: PIMCO Long-Term Credit Fund is a Massachusetts business trust. PIMCO Funds: PIMCO Long-Term Credit Fund is a Certificateholder of the

Trusts identified in Exhibit 1 attached hereto. PIMCO Funds: PIMCO Long-Term Credit Fund has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

93. Plaintiff PIMCO Funds: PIMCO Low Duration Fund is a Massachusetts business trust. PIMCO Funds: PIMCO Low Duration Fund is a Certificateholder of the Trusts identified in Exhibit 1 attached hereto. PIMCO Funds: PIMCO Low Duration Fund has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

94. Plaintiff PIMCO Funds: PIMCO Low Duration Fund II is a Massachusetts business trust. PIMCO Funds: PIMCO Low Duration Fund II is a Certificateholder of the Trusts identified in Exhibit 1 attached hereto. PIMCO Funds: PIMCO Low Duration Fund II has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

95. Plaintiff PIMCO Funds: PIMCO Low Duration Fund III is a Massachusetts business trust. PIMCO Funds: PIMCO Low Duration Fund III is a Certificateholder of the Trusts identified in Exhibit 1 attached hereto. PIMCO Funds: PIMCO Low Duration Fund III has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

96. Plaintiff PIMCO Funds: PIMCO Moderate Duration Fund is a Massachusetts business trust. PIMCO Funds: PIMCO Moderate Duration Fund is a Certificateholder of the Trusts identified in Exhibit 1 attached hereto. PIMCO Funds: PIMCO Moderate Duration Fund has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13-107.

97. Plaintiff PIMCO Funds: PIMCO Mortgage Opportunities Fund is a Massachusetts business trust. PIMCO Funds: PIMCO Mortgage Opportunities Fund is a Certificateholder of the Trusts identified in Exhibit 1 attached hereto. PIMCO Funds: PIMCO Mortgage Opportunities Fund has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13-107.

98. Plaintiff PIMCO Funds: PIMCO Mortgage-Backed Securities Fund is a Massachusetts business trust. PIMCO Funds: PIMCO Mortgage-Backed Securities Fund is a Certificateholder of the Trusts identified in Exhibit 1 attached hereto. PIMCO Funds: PIMCO Mortgage-Backed Securities Fund has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13-107.

99. Plaintiff PIMCO Funds: PIMCO Real Return Fund is a Massachusetts business trust. PIMCO Funds: PIMCO Real Return Fund is a Certificateholder of the Trusts identified in Exhibit 1 attached hereto. PIMCO Funds: PIMCO Real Return Fund has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein

devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

100. Plaintiff PIMCO Funds: PIMCO Short-Term Fund is a Massachusetts business trust. PIMCO Funds: PIMCO Short-Term Fund is a Certificateholder of the Trusts identified in Exhibit 1 attached hereto. PIMCO Funds: PIMCO Short-Term Fund has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

101. Plaintiff PIMCO Funds: PIMCO Small Cap StocksPLUS[®] AR Strategy Fund is a Massachusetts business trust. PIMCO Funds: PIMCO Small Cap StocksPLUS[®] AR Strategy Fund is a Certificateholder of the Trusts identified in Exhibit 1 attached hereto. PIMCO Funds: PIMCO Small Cap StocksPLUS[®] AR Strategy Fund has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

102. Plaintiff PIMCO Funds: PIMCO StocksPLUS[®] Absolute Return Fund is a Massachusetts business trust. PIMCO Funds: PIMCO StocksPLUS[®] Absolute Return Fund is a Certificateholder of the Trusts identified in Exhibit 1 attached hereto. PIMCO Funds: PIMCO StocksPLUS[®] Absolute Return Fund has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

103. Plaintiff PIMCO Funds: PIMCO StocksPLUS[®] AR Short Strategy Fund is a Massachusetts business trust. PIMCO Funds: PIMCO StocksPLUS[®] AR Short Strategy Fund is a Certificateholder of the Trusts identified in Exhibit 1 attached hereto. PIMCO Funds: PIMCO

StocksPLUS[®] AR Short Strategy Fund has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

104. Plaintiff PIMCO Funds: PIMCO StocksPLUS[®] Fund is a Massachusetts business trust. PIMCO Funds: PIMCO StocksPLUS[®] Fund is a Certificateholder of the Trusts identified in Exhibit 1 attached hereto. PIMCO Funds: PIMCO StocksPLUS[®] Fund has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

105. Plaintiff PIMCO Funds: PIMCO Total Return Fund is a Massachusetts business trust. PIMCO Funds: PIMCO Total Return Fund is a Certificateholder of the Trusts identified in Exhibit 1 attached hereto. PIMCO Funds: PIMCO Total Return Fund has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

106. Plaintiff PIMCO Funds: PIMCO Total Return Fund II is a Massachusetts business trust. PIMCO Funds: PIMCO Total Return Fund II is a Certificateholder of the Trusts identified in Exhibit 1 attached hereto. PIMCO Funds: PIMCO Total Return Fund II has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

107. Plaintiff PIMCO Funds: PIMCO Total Return Fund III is a Massachusetts business trust. PIMCO Funds: PIMCO Total Return Fund III is a Certificateholder of the Trusts

identified in Exhibit 1 attached hereto. PIMCO Funds: PIMCO Total Return Fund III has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

108. Plaintiff PIMCO Funds: PIMCO Total Return Fund IV is a Massachusetts business trust. PIMCO Funds: PIMCO Total Return Fund IV is a Certificateholder of the Trusts identified in Exhibit 1 attached hereto. PIMCO Funds: PIMCO Total Return Fund IV has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

109. Plaintiff PIMCO Funds: PIMCO Unconstrained Bond Fund is a Massachusetts business trust. PIMCO Funds: PIMCO Unconstrained Bond Fund is a Certificateholder of the Trusts identified in Exhibit 1 attached hereto. PIMCO Funds: PIMCO Unconstrained Bond Fund has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

110. Plaintiff PIMCO Funds: PIMCO Unconstrained Tax Managed Bond Fund is a Massachusetts business trust. PIMCO Funds: PIMCO Unconstrained Tax Managed Bond Fund is a Certificateholder of the Trusts identified in Exhibit 1 attached hereto. PIMCO Funds: PIMCO Unconstrained Tax Managed Bond Fund has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

111. Plaintiff PIMCO Funds: PIMCO Worldwide Fundamental Advantage AR Strategy Fund is a Massachusetts business trust. PIMCO Funds: PIMCO Worldwide Fundamental Advantage AR Strategy Fund is a Certificateholder of the Trusts identified in Exhibit 1 attached hereto. PIMCO Funds: PIMCO Worldwide Fundamental Advantage AR Strategy Fund has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

112. Plaintiff PIMCO Funds: Private Account Portfolio Series Asset-Backed Securities Portfolio is a Massachusetts business trust. PIMCO Funds: Private Account Portfolio Series Asset-Backed Securities Portfolio is a Certificateholder of the Trusts identified in Exhibit 1 attached hereto. PIMCO Funds: Private Account Portfolio Series Asset-Backed Securities Portfolio has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

113. Plaintiff PIMCO Funds: Private Account Portfolio Series Developing Local Markets Portfolio is a Massachusetts business trust. PIMCO Funds: Private Account Portfolio Series Developing Local Markets Portfolio is a Certificateholder of the Trusts identified in Exhibit 1 attached hereto. PIMCO Funds: Private Account Portfolio Series Developing Local Markets Portfolio has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

114. Plaintiff PIMCO Funds: Private Account Portfolio Series High Yield Portfolio is a Massachusetts business trust. Plaintiff PIMCO Funds: Private Account Portfolio Series High

Yield Portfolio is a Certificateholder of the Trusts identified in Exhibit 1 attached hereto. Plaintiff PIMCO Funds: Private Account Portfolio Series High Yield Portfolio has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

115. Plaintiff PIMCO Funds: Private Account Portfolio Series International Portfolio is a Massachusetts business trust. PIMCO Funds: Private Account Portfolio Series International Portfolio is a Certificateholder of the Trusts identified in Exhibit 1 attached hereto. PIMCO Funds: Private Account Portfolio Series International Portfolio has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

116. Plaintiff PIMCO Funds: Private Account Portfolio Series Investment Grade Corporate Portfolio is a Massachusetts business trust. PIMCO Funds: Private Account Portfolio Series Investment Grade Corporate Portfolio is a Certificateholder of the Trusts identified in Exhibit 1 attached hereto. PIMCO Funds: Private Account Portfolio Series Investment Grade Corporate Portfolio has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

117. Plaintiff PIMCO Funds: Private Account Portfolio Series Mortgage Portfolio is a Massachusetts business trust. PIMCO Funds: Private Account Portfolio Series Mortgage Portfolio is a Certificateholder of the Trusts identified in Exhibit 1 attached hereto. Plaintiff PIMCO Funds: Private Account Portfolio Series Mortgage Portfolio has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein

devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

118. Plaintiff PIMCO Funds: Private Account Portfolio Series Short-Term Portfolio is a Massachusetts business trust. PIMCO Funds: Private Account Portfolio Series Short-Term Portfolio is a Certificateholder of the Trusts identified in Exhibit 1 attached hereto. PIMCO Funds: Private Account Portfolio Series Short-Term Portfolio has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

119. Plaintiff PIMCO Funds: Private Account Portfolio Series U.S. Government Sector Portfolio is a Massachusetts business trust. PIMCO Funds: Private Account Portfolio Series U.S. Government Sector Portfolio is a Certificateholder of the Trusts identified in Exhibit 1 attached hereto. PIMCO Funds: Private Account Portfolio Series U.S. Government Sector Portfolio has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

120. Plaintiff PIMCO Global Advantage Strategy Bond Fund (Canada) is a trust existing under the laws of Canada. PIMCO Global Advantage Strategy Bond Fund (Canada) is a Certificateholder of the Trusts identified in Exhibit 1 attached hereto. PIMCO Global Advantage Strategy Bond Fund (Canada) has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

121. Plaintiff PIMCO Global Credit Opportunity Master Fund LDC is a limited duration company existing under the laws of the Cayman Islands. PIMCO Global Credit

Opportunity Master Fund LDC is a Certificateholder of the Trusts identified in Exhibit 1 attached hereto. PIMCO Global Credit Opportunity Master Fund LDC has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

122. Plaintiff PIMCO Global Income Opportunities Fund is a trust existing under the laws of Canada. PIMCO Global Income Opportunities Fund is a Certificateholder of the Trusts identified in Exhibit 1 attached hereto. PIMCO Global Income Opportunities Fund has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

123. Plaintiff PIMCO Global StocksPLUS & Income Fund is a Massachusetts business trust. PIMCO Global StocksPLUS & Income Fund is a Certificateholder of the Trusts identified in Exhibit 1 attached hereto. PIMCO Global StocksPLUS & Income Fund has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

124. Plaintiff PIMCO High Income Fund is a Massachusetts business trust. Plaintiff PIMCO High Income Fund is a Certificateholder of the Trusts identified in Exhibit 1 attached hereto. PIMCO High Income Fund has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

125. Plaintiff PIMCO Income Opportunity Fund is a Massachusetts business trust. PIMCO Income Opportunity Fund is a Certificateholder of the Trusts identified in Exhibit 1

attached hereto. PIMCO Income Opportunity Fund has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

126. Plaintiff PIMCO Income Strategy Fund II is a Massachusetts business trust. PIMCO Income Strategy Fund II is a Certificateholder of the Trusts identified in Exhibit 1 attached hereto. PIMCO Income Strategy Fund II has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

127. Plaintiff PIMCO Large Cap StocksPLUS Absolute Return Fund is a Delaware business trust. PIMCO Large Cap StocksPLUS Absolute Return Fund is a Certificateholder of the Trusts identified in Exhibit 1 attached hereto. PIMCO Large Cap StocksPLUS Absolute Return Fund has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

128. Plaintiff PIMCO Monthly Income Fund (Canada) is a trust existing under the laws of Canada. PIMCO Monthly Income Fund (Canada) is a Certificateholder of the Trusts identified in Exhibit 1 attached hereto. PIMCO Monthly Income Fund (Canada) has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

129. Plaintiff PIMCO Offshore Funds - PIMCO Absolute Return Strategy IV eFund is a Cayman Islands business trust. PIMCO Offshore Funds - PIMCO Absolute Return Strategy IV eFund is a Certificateholder of the Trusts identified in Exhibit 1 attached hereto. PIMCO

Offshore Funds - PIMCO Absolute Return Strategy IV eFund has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

130. Plaintiff PIMCO Offshore Funds: PIMCO Offshore Funds - PIMCO Absolute Return Strategy V Alpha Fund is a Cayman Islands business trust. PIMCO Offshore Funds: PIMCO Offshore Funds - PIMCO Absolute Return Strategy V Alpha Fund is a Certificateholder of the Trusts identified in Exhibit 1 attached hereto. PIMCO Offshore Funds: PIMCO Offshore Funds - PIMCO Absolute Return Strategy V Alpha Fund has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

131. Plaintiff PIMCO Strategic Global Government Fund, Inc. is a corporation existing under the laws of Maryland. PIMCO Strategic Global Government Fund, Inc. is a Certificateholder of the Trusts identified in Exhibit 1 attached hereto. PIMCO Strategic Global Government Fund, Inc. has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

132. Plaintiff PIMCO Variable Insurance Trust: PIMCO CommodityRealReturn Strategy Portfolio is a Delaware business trust. PIMCO Variable Insurance Trust: PIMCO CommodityRealReturn Strategy Portfolio is a Certificateholder of the Trusts identified in Exhibit 1 attached hereto. PIMCO Variable Insurance Trust: PIMCO CommodityRealReturn Strategy Portfolio has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

133. Plaintiff PIMCO Variable Insurance Trust: PIMCO Foreign Bond Portfolio (U.S. Dollar Hedged) is a Delaware business trust. PIMCO Variable Insurance Trust: PIMCO Foreign Bond Portfolio (U.S. Dollar Hedged) is a Certificateholder of the Trusts identified in Exhibit 1 attached hereto. PIMCO Variable Insurance Trust: PIMCO Foreign Bond Portfolio (U.S. Dollar Hedged) has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

134. Plaintiff PIMCO Variable Insurance Trust: PIMCO Foreign Bond Portfolio (Unhedged) is a Delaware business trust. PIMCO Variable Insurance Trust: PIMCO Foreign Bond Portfolio (Unhedged) is a Certificateholder of the Trusts identified in Exhibit 1 attached hereto. PIMCO Variable Insurance Trust: PIMCO Foreign Bond Portfolio (Unhedged) has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

135. Plaintiff PIMCO Variable Insurance Trust: PIMCO Global Advantage Strategy Bond Portfolio is a Delaware business trust. PIMCO Variable Insurance Trust: PIMCO Global Advantage Strategy Bond Portfolio is a Certificateholder of the Trusts identified in Exhibit 1 attached hereto. PIMCO Variable Insurance Trust: PIMCO Global Advantage Strategy Bond Portfolio has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

136. Plaintiff PIMCO Variable Insurance Trust: PIMCO Global Bond Portfolio (Unhedged) is a Delaware business trust. PIMCO Variable Insurance Trust: PIMCO Global

Bond Portfolio (Unhedged) is a Certificateholder of the Trusts identified in Exhibit 1 attached hereto. PIMCO Variable Insurance Trust: PIMCO Global Bond Portfolio (Unhedged) has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

137. Plaintiff PIMCO Variable Insurance Trust: PIMCO Low Duration Portfolio is a Delaware business trust. PIMCO Variable Insurance Trust: PIMCO Low Duration Portfolio is a Certificateholder of the Trusts identified in Exhibit 1 attached hereto. PIMCO Variable Insurance Trust: PIMCO Low Duration Portfolio has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

138. Plaintiff PIMCO Variable Insurance Trust: PIMCO Real Return Portfolio is a Delaware business trust. PIMCO Variable Insurance Trust: PIMCO Real Return Portfolio is a Certificateholder of the Trusts identified in Exhibit 1 attached hereto. PIMCO Variable Insurance Trust: PIMCO Real Return Portfolio has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

139. Plaintiff PIMCO Variable Insurance Trust: PIMCO Total Return Portfolio is a Delaware business trust. PIMCO Variable Insurance Trust: PIMCO Total Return Portfolio is a Certificateholder of the Trusts identified in Exhibit 1 attached hereto. PIMCO Variable Insurance Trust: PIMCO Total Return Portfolio has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

140. Plaintiff PIMCO Variable Insurance Trust: PIMCO Unconstrained Bond Portfolio is a Delaware business trust. PIMCO Variable Insurance Trust: PIMCO Unconstrained Bond Portfolio is a Certificateholder of the Trusts identified in Exhibit 1 attached hereto. PIMCO Variable Insurance Trust: PIMCO Unconstrained Bond Portfolio has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

141. Plaintiff Terlingua Fund 2, LP is a Delaware limited partnership. Terlingua Fund 2, LP is a Certificateholder of the Trusts identified in Exhibit 1 attached hereto. Terlingua Fund 2, LP has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

7. **Prudential**

142. The following plaintiffs are collectively referred to as “Prudential.”

143. Plaintiff Prudential Bank & Trust, FSB (“PB&T”), is a federally chartered bank with its principal place of business at 280 Trumbull Street, Hartford, Connecticut 06103. PB&T is a subsidiary of Prudential IBH Holdco., Inc., and ultimately Prudential Financial, Inc. PB&T holds in trust on behalf of certain separately managed accounts certificates in the Trusts identified in Exhibit 1 attached hereto. PB&T, through the separately managed accounts, has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

144. Plaintiff The Prudential Insurance Company of America (“Prudential Insurance”) is an insurance company formed under the laws of, and domiciled in, the State of New Jersey,

with its principal place of business at 751 Broad Street, Newark, New Jersey 07102. Prudential Insurance is a wholly owned subsidiary of Prudential Holdings, LLC, which is a Delaware limited liability company. Prudential Holdings, LLC is a wholly owned subsidiary of Prudential Financial, Inc. Prudential Insurance is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. Prudential Insurance has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

145. Plaintiff The Prudential Investment Portfolios, Inc., is a Maryland Corporation with a principal place of business at Gateway Center Three, 100 Mulberry Street, Newark, New Jersey 07102. It is an open-end management investment company registered with the United States Securities and Exchange Commission (“SEC”). It consists of six series, including the Prudential Asset Allocation Fund. Prudential Investment Portfolios, Inc., through the Prudential Asset Allocation Fund, is a Certificateholder of the Trusts identified in Exhibit 1 attached hereto. Prudential Investment Portfolios, Inc., through the Prudential Asset Allocation Fund, has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

146. Plaintiff The Prudential Investment Portfolios 2 (“PIP 2”), formerly known as the Dryden Investment Fund, is a Delaware statutory trust with a principal place of business in Newark, New Jersey. PIP 2 is an open-ended management investment company registered with the SEC. PIP 2 is comprised of two series funds, including the Prudential Core Short-Term Bond Fund. PIP 2, through the Prudential Core Short-Term Bond Fund, is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. PIP 2, through the Prudential Core Short-Term

Bond Fund, has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

147. Plaintiff The Prudential Investment Portfolios 9 (“PIP 9”), formerly known as the Dryden Large-Cap Core Equity, is a Delaware statutory trust with a principal place of business in Newark, New Jersey. PIP 9 is an open-ended management investment company registered with the SEC. PIP 9 is comprised of three series funds, including the Prudential Absolute Return Bond Fund. PIP 9, through the Prudential Absolute Return Bond Fund, is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. PIP 9, through the Prudential Absolute Return Bond Fund, has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

148. Plaintiff The Prudential Investment Portfolios, Inc. 17 (“PIP 17”), formerly known as Prudential Total Return Bond Fund, Inc., is a Maryland Corporation with a principal place of business in Newark, New Jersey. It is an open-ended management investment company registered with the SEC. PIP 17 consists of two series funds, including the Prudential Total Return Bond Fund. PIP 17, through the Prudential Total Return Bond Fund, is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. PIP 17, through the Prudential Total Return Bond Fund, has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

149. Plaintiff The Prudential Series Fund (“PSF”), formerly known as The Prudential Series Fund, Inc., is a Delaware statutory trust with a principal place of business in Newark, New

Jersey. It is an open-ended management investment company registered with the SEC. It consists of eighteen series funds, including The Prudential Series Fund-Conservative Balanced Portfolio, The Prudential Series Fund-Diversified Bond Portfolio, The Prudential Series Fund-High Yield Portfolio and The Prudential Series Fund-Flexible Managed Portfolio. PSF, through The Prudential Series Fund-Conservative Balanced Portfolio, The Prudential Series Fund-Diversified Bond Portfolio, The Prudential Series Fund-High Yield Portfolio and The Prudential Series Fund-Flexible Managed Portfolio, is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. PIP 17, through The Prudential Series Fund-Conservative Balanced Portfolio, The Prudential Series Fund-Diversified Bond Portfolio, The Prudential Series Fund-High Yield Portfolio and The Prudential Series Fund-Flexible Managed Portfolio, has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13-107.

150. Plaintiff Prudential Trust Company (“PTC”) is a corporation formed under the laws of Pennsylvania, with its principal place of business in Scranton, Pennsylvania. PTC is a wholly owned subsidiary of Prudential Investment Management, and ultimately Prudential Financial, Inc. PTC serves as Trustee for the Institutional Core Plus Bond Fund of the Prudential Company Master Commingled Investment Fund for Tax Exempt Trusts, the Institutional Core Bond Fund of the Prudential Trust Company Master Commingled Investment Fund for Tax Exempt Trusts, and the Prudential Merged Retirement Plan. PTC, through the Institutional Core Plus Bond Fund of the Prudential Company Master Commingled Investment Fund for Tax Exempt Trusts, the Institutional Core Bond Fund of the Prudential Trust Company Master Commingled Investment Fund for Tax Exempt Trusts, and the Prudential Merged Retirement

Plan, is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. PTC, through the Institutional Core Plus Bond Fund of the Prudential Company Master Commingled Investment Fund for Tax Exempt Trusts, the Institutional Core Bond Fund of the Prudential Trust Company Master Commingled Investment Fund for Tax Exempt Trusts, and the Prudential Merged Retirement Plan has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

151. Plaintiff Prudential Retirement Insurance and Annuity Company (“PRIAC”) is an insurance company formed under the laws of Connecticut, with its principal place of business in Hartford, Connecticut. PRIAC is a wholly owned subsidiary of The Prudential Insurance Company of America, which is owned by Prudential Holdings, LLC, and ultimately by Prudential Financial, Inc. PRIAC is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. PRIAC has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

152. Plaintiff The Gibraltar Life Insurance Co., Ltd. (“Gibraltar”) is a life insurance company formed under the laws of Japan, with its principal place of business at Prudential Tower 2-13-10, Nagatacho, Chiyoda-ku, Tokyo, Japan 100-0014. Gibraltar is a wholly owned subsidiary of Prudential Holdings of Japan, Inc., and ultimately Prudential Financial, Inc. Gibraltar is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. Gibraltar has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13–107.

8. Sealink

153. Plaintiff Sealink is a company incorporated under the laws of Ireland with the registered address of Sealink Funding Limited, Fourth Floor, 3 George's Dock, IFSC, Dublin 1, Ireland. Sealink is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. Sealink has been a Certificateholder of these Trusts at the time of the transactions of which it complains, or its interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13-107.

9. TIAA

154. The following plaintiffs are collectively referred to as "TIAA."

155. Plaintiff TIAA-CREF Life Insurance Company is a direct wholly-owned subsidiary of Teachers Life Insurance and Annuity Association of America, a legal reserve life insurance company established under the insurance laws of the State of New York. Through its separate accounts (General Pension Act.; TIAA Stable Value; TIAA-CREF Life Ins. GFA; General Acct PA; T-C Life Ins. PA; TIAA Stable Return Annuity), TIAA-CREF Life Insurance Company is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. TIAA-CREF Life Insurance Company, through its managed accounts, has been a certificateholder of these Trusts at the time of the transactions of which it complains, or interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13-107.

156. Plaintiff TIAA-CREF Bond Plus Fund is a Delaware mutual fund with its principal place of business in the State of New York. TIAA-CREF Bond Plus Fund is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. TIAA-CREF Bond Plus Fund has been a certificateholder of these Trusts at the time of the transactions of which it complains, or interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13-107.

157. Plaintiff TIAA-CREF Short-Term Bond Fund is a Delaware mutual fund with its principal place of business in the State of New York. TIAA-CREF Short-Term Bond Fund is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. TIAA-CREF Short-Term Bond Fund has been a certificateholder of these Trusts at the time of the transactions of which it complains, or interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13-107.

158. Plaintiff TIAA-CREF Bond Fund is a Delaware mutual fund with its principal place of business in the State of New York. TIAA-CREF Bond Fund is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. TIAA-CREF Bond Fund has been a certificateholder of these Trusts at the time of the transactions of which it complains, or interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13-107.

159. Plaintiff TIAA Global Public Investments, MBS LLC, a wholly owned subsidiary of TIAA-CREF Life Insurance Company, is a Delaware limited liability company with its principal place of business in the State of New York. TIAA Global Public Investments, MBS LLC is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. TIAA Global Public Investments, MBS LLC has been a certificateholder of these Trusts at the time of the transactions of which it complains, or interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13-107.

160. Plaintiff CREF Bond Market Account is a Delaware mutual fund with its principal place of business in the State of New York. CREF Bond Market Account is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. CREF Bond Market Account has been a certificateholder of these Trusts at the time of the transactions of which it complains, or interests

therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13-107.

161. Plaintiff CREF Social Choice Account is a New York investment company with its principal place of business in the State of New York. TIAA-CREF Social Choice Account is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. TIAA-CREF Social Choice Account has been a certificateholder of these Trusts at the time of the transactions of which it complains, or interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13-107.

162. Plaintiff TIAA-CREF Life Bond Fund is a Delaware mutual fund with its principal place of business in the State of New York. TIAA-CREF Life Bond Fund is a Certificateholder in the Trusts identified in Exhibit 1 attached hereto. TIAA-CREF Life Bond Fund has been a certificateholder of these Trusts at the time of the transactions of which it complains, or interests therein devolved upon it by operation of law in accordance with New York General Obligations Law § 13-107.

B. Defendants

1. The Bank Of New York Mellon

163. Defendant The Bank of New York Mellon is a banking corporation organized and existing under the laws of the State of New York with its principal executive offices at One Wall Street, New York, New York 10286. BNYM is a wholly-owned subsidiary of The Bank of New York Mellon Corporation, which is one of the oldest banking organizations in the United States having been in business continuously since 1784. On July 1, 2007, The Bank of New York Company, Inc. and Mellon Financial Corporation merged into The Bank of New York Mellon Corporation with The Bank of New York Mellon Corporation being the surviving entity.

2. The Nominal Defendant Trusts

164. Each Trust is named herein as a nominal defendant. Each of the Trusts is a New York common law trust established under its respective PSA, or a Delaware statutory trust established under its respective Indenture and Sale Servicing Agreement (“SSA”). All of the Trusts are governed by the substantive laws of the state of New York, and are subject to the Trust Indenture Act of 1939 (15 U.S.C. § 77aaa, *et seq.*).²

III. OVERVIEW OF THE TRUSTS

165. The Trusts identified in the attached Exhibit 1, are 257 New York common law trusts, or Delaware statutory trusts, established for non-agency residential mortgage-backed securitizations issued between 2004 and 2008. The Trusts have a total original principal balance of over \$174 billion, and a current principal balance of approximately \$30.1 billion as of June 1, 2014. To date, the Trusts have suffered total realized collateral losses of over \$17.5 billion. Moreover, as a result of defective mortgage collateral and servicer violations, the Trusts have incurred and will incur substantial losses.

166. Ten entities originated over 60% of the loans in the Trusts; specifically, Countrywide, First Horizon National Corporation (“First Horizon”), Nationstar Mortgage LLC (“Nationstar”), NovaStar Mortgage, Inc. (“NovaStar”), Popular ABS, Inc. (“Popular”), GreenPoint Mortgage Funding, Inc. (“GreenPoint”), Wells Fargo, First Franklin Financial

² The Trusts’ governing agreements set forth BNYM’s duties as trustee. Over 90% of the Trusts are governed by an agreement styled as a PSA and certain related agreements that the PSA references and incorporates. The remaining Trusts are governed by a document styled as an Indenture and certain related agreements that the Indenture references and incorporates, including the Sales and Servicing Agreement. All of the governing agreements are substantially similar, and impose the same duties on BNYM as Trustee to the Trusts and Certificateholders. Accordingly, this Amended Complaint primarily refers to the PSAs when discussing the Trustee’s contractual obligations.

Corporation (“First Franklin”), Fremont Investment & Loan (“Fremont”), and WMC Mortgage Corporation (“WMC”). Collectively, these lenders originated approximately \$107 billion in loans in the Trusts.

167. Eight entities sponsored 161 (or 70%) of the Trusts with a total original face amount of \$105 billion: First Horizon, Countrywide, Bear Stearns, UBS, Lehman Brothers Holdings Inc. (“Lehman”), Popular, Merrill Lynch & Co., Inc. (“Merrill Lynch”), and C-BASS.

168. Furthermore, ten entities serviced an overwhelming majority of the Trusts’ loans: Wells Fargo, Countrywide Home Loans, First Horizon Home Loan Corp., Litton Loan Servicing, NovaStar, Centex Home Equity Corp., Equity One, Inc., Aurora Loan Services Inc. (“Aurora”), CIT Group (Various Related Entities) and Wilshire, representing approximately 86% of the total original face value of the mortgage loans in the Trusts.

IV. JURISDICTION AND VENUE

169. This Court has jurisdiction over this proceeding pursuant to CPLR Section 301 because Defendant BNYM maintains offices and regularly conducts business in New York. This Court also has jurisdiction pursuant to CPLR Section 302 because BNYM, by engaging in the conduct alleged herein, transacted business within this state and committed tortious acts within this state. Further, the contracts at issue were, on information and belief, performed by BNYM in New York, and the Trusts were formed under New York law and/or contain a New York choice of law provision. Additionally, Section 22(a) of the Securities Act of 1933 (“Securities Act”), 15 U.S.C. § 77v(a), confers jurisdiction on this Court as to Plaintiffs’ claims under the TIA and provides that, subject to exceptions not applicable here, “no case arising under this title and brought in any State court of competent jurisdiction shall be removed to any court of the United States.”