

EXHIBIT F

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

In the matter of the application of

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

Petitioners,

-against-

FEDERAL HOME LOAN BANK OF BOSTON (intervenor), TRIAXX PRIME CDO 2006-1, LTD., TRIAXX PRIME CDO 2006-2, LTD., TRIAXX PRIME CDO 2007-1, LTD. (intervenor), QVT FUND V LP, QVT FUND IV LP, QUINTESSENCE FUND L.P., QVT FINANCIAL LP (intervenor), BREVAN HOWARD CREDIT CATALYSTS MASTER FUND LIMITED AND BREVAN HOWARD CREDIT VALUE MASTER FUND LIMITED (intervenor), THE NATIONAL CREDIT UNION ADMINISTRATION BOARD AS LIQUIDATING AGENT FOR U.S. CENTRAL FEDERAL CREDIT UNION, WESTERN CORPORATE FEDERAL CREDIT UNION, MEMBERS UNITED CORPORATE FEDERAL CREDIT UNION, SOUTHWEST CORPORATE FEDERAL CREDIT UNION, AND CONSTITUTION CORPORATE FEDERAL CREDIT UNION (intervenor), and AMBAC ASSURANCE CORPORATION, AND THE SEGREGATED ACCOUNT OF AMBAC ASSURANCE CORPORATION (intervenor),

Respondents,

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

Index No. 652382/2014

TRUSTEES' RESPONSE TO FIRST SET OF INTERROGATORIES

Pursuant to Rule 3133 of the New York Civil Practice Law and Rules (“CPLR”), the Trustees respond to the First Set of Interrogatories, dated November 7, 2014 (the “Interrogatory”), directed to the Trustees on behalf of certain objectors (the “Objectors”), as follows:¹

PRELIMINARY STATEMENT

As the Trustees stated in their letter to the Objectors dated November 21, 2014 (the “November 21, 2014 Letter”), the Trustees will provide the following documents and information concerning Accepting Trusts in which the Objectors have a beneficial ownership interest (the “Subject Trusts”) as the Trustees’ complete response to the Objectors’ First Set of Requests for Production of Documents, dated November 7, 2014 (the “Request for Production”):

1. documents considered by each Trustee’s committee or other relevant decision maker(s) when determining whether to accept the Settlement;
2. documents provided by the Trustees to Jeremy E. Reifsnyder, Boston Portfolio Advisors, Inc.; Faten Sabry, PhD, National Economic Research Associates, Inc.; or Daniel R. Fischel, Compass Lexecon, in connection with their respective evaluations of the Settlement;
3. identification of witnesses with knowledge of information that is material and necessary to the subject matter of the proceeding;
4. unredacted versions of the expert reports of (i) Mr. Reifsnyder, dated July 12, 2014; (ii) Dr. Sabry, dated July 17, 2014; (iii) Mr. Fischel, dated July 17, 2014; and (iv) Mr. Fischel, dated July 26, 2014; and
5. the pooling and serving agreement or the indenture and sale and servicing agreement, and the prospectus supplement and/or private placement memorandum.

As the Trustees explained during the November 13, 2014 meet and confer and in the November 21, 2014 Letter, consistent with the scope of this special proceeding and the applicable standard of judicial review, the only arguably relevant documents are those responsive to the first of these five categories, *i.e.*, documents considered by each Trustee’s committee or other relevant decision maker(s) when determining whether to accept the Settlement. Nonetheless, the Trustees intend to produce documents and information responsive to the remaining categories (*i.e.*, numbers 2 through 5 above) in an effort to narrow potential discovery disputes, even though they maintain such discovery is objectionable.

In a further effort to avoid unnecessary delay and to narrow any issues that may be submitted to the Court for resolution, the Trustees also agreed to identify in their responses to the Request for Production instances where the Trustees have a good faith belief that there is no responsive information to a particular request in their respective possession, custody, or control,

¹ Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the First Amended Petition.

subject to and without waiving any objection asserted in response to the relevant request. The absence of such a statement on behalf of any Trustee does not mean that such Trustee has in its possession, custody, or control documents responsive to the relevant request.

The Trustees' responses and objections herein are based upon such information and documents presently available to and specifically known to the respective Trustees, and are made without prejudice to and with the express reservation of the Trustees' rights to supplement or amend their responses and objections as appropriate.

GENERAL OBJECTIONS

1. Each Trustee objects generally to the Interrogatory to the extent that it purports to impose obligations beyond those imposed by the CPLR. Each Trustee will only respond to the Request for Production pursuant to its obligations under the CPLR.

2. Each Trustee objects generally to the Interrogatory to the extent that it purports to impose obligations beyond those imposed by Rule 11-a. of the Rules of the Commercial Division of the Supreme Court, which provides that “[u]nless otherwise ordered by the court, interrogatories are limited to the following topics: name of witnesses with knowledge of information material and necessary to the subject matter of the action, computation of each category of damage alleged, and the existence, custodian, location and general description of material and necessary documents, including pertinent insurance agreements, and other physical evidence.” Comm. Div. R. 11-a.(b).

3. Each Trustee objects generally to the Interrogatory to the extent that it purports to require production of information not reasonably related to or inconsistent with the scope of this special proceeding and the applicable standard of judicial review, and thus is not reasonably calculated to lead to discovery of admissible evidence.

4. Each Trustee objects generally to the Interrogatory to the extent that it purports to require production of information concerning trusts that are not Subject Trusts.

5. Each Trustee objects generally to the Interrogatory to the extent that it seeks production of information from or concerning any time period that is not relevant to the matters to be determined in this special proceeding and is thus beyond the permissible scope of discovery as provided by the CPLR.

6. Each Trustee objects generally to the Interrogatory to the extent that it seeks production of information subject to the attorney-client privilege, the common interest privilege, the work product doctrine, the protections afforded to information in connection with settlement negotiations, or any other applicable privilege or protection.

7. Each Trustee objects generally to the Interrogatory to the extent that it seeks confidential or otherwise sensitive nonpublic information, including without limitation nonpublic personal information as that term is defined in the Gramm-Leach-Bliley Act of 1999 and the regulations promulgated thereunder, in the absence of the protection of an appropriate confidentiality order.

8. Each Trustee objects generally to the Interrogatory to the extent that it is overly broad, unduly burdensome, or oppressive.

9. Each Trustee objects generally to the Interrogatory to the extent that it seeks production of information that by reason of public filing or otherwise is already in the Objectors' possession or is readily available to them.

10. Each Trustee objects generally to the Interrogatory to the extent that it seeks production of information not within their respective possession, custody, or control.

11. Each Trustee objects generally to the Interrogatory to the extent that its definitions or instructions are overly broad, vague, or ambiguous, or purport to require each Trustee to perform obligations beyond those, if any, required by the CPLR.

12. The undersigned counsel are prepared to further confer with counsel for the Objectors concerning these objections and responses for the purpose of attempting to resolve any disputes without need for intervention by the Court.

SPECIFIC OBJECTIONS AND RESPONSES

Subject to the foregoing General Objections and without waiving them, and further without conceding that any information or documents are properly discoverable or relevant to the issues to be decided in this action, or are admissible as evidence in any proceeding, each Trustee further objects and responds to the Interrogatory as follows:

INTERROGATORY NO. 1:

Identify for each JP Morgan Trust any Repurchase or Servicing Action a Trustee has initiated. For each action, identify: (i) the percentage ownership of the directing Certificateholder(s) when the action was commenced; (ii) whether indemnity was provided to the Trustee and if so, the amount of the indemnity and whether indemnity was provided by Certificateholder(s), trust assets, or from another source; (iii) whether a loan file re-underwriting report was prepared by or for the Trustee, and, if so, (a) the number of loans reviewed, and (b) found to be materially defective or for which servicing failures were identified; and (iv) the results of the action, including the dollar amount recovered, and any other relief provided as a result of the action.

RESPONSE TO INTERROGATORY NO. 1:

In addition to the foregoing General Objections, each Trustee further objects to this interrogatory on the grounds that the information sought is not within the topics permitted pursuant to Comm. Div. R. 11-a.(b). Each Trustee further objects to this interrogatory because it is overbroad, unduly burdensome, and not reasonably calculated to lead to discovery of admissible evidence.

INTERROGATORY NO. 2:

Identify all Accepting JP Morgan Trusts subject to any tolling agreement, and state the date on which the tolling period began and the date on which tolling expires, the parties to the tolling agreement, and the claims subject to tolling.

RESPONSE TO INTERROGATORY NO. 2:

In addition to the foregoing General Objections, each Trustee further objects to this interrogatory on the grounds that the information sought is not within the topics permitted pursuant to Comm. Div. R. 11-a.(b). Each Trustee further objects to this interrogatory because it is overbroad, unduly burdensome, and not reasonably calculated to lead to discovery of admissible evidence.

INTERROGATORY NO. 3:

Identify all JP Morgan Trusts for which the Trustee's position is that Repurchase Actions are time-barred, and state the date on which the claims became barred.

RESPONSE TO INTERROGATORY NO. 3:

In addition to the foregoing General Objections, each Trustee further objects to this interrogatory on the grounds that the information sought is not within the topics permitted pursuant to Comm. Div. R. 11-a.(b). Each Trustee further objects to this interrogatory because it is overbroad, unduly burdensome, and not reasonably calculated to lead to discovery of admissible evidence.

INTERROGATORY NO. 4:

Identify all JP Morgan Trusts for which the Trustee's position is that Servicing Actions are time-barred, and state the date on which the claims became barred.

RESPONSE TO INTERROGATORY NO. 4:

In addition to the foregoing General Objections, each Trustee further objects to this interrogatory on the grounds that the information sought is not within the topics permitted pursuant to Comm. Div. R. 11-a.(b). Each Trustee further objects to this interrogatory because it is overbroad, unduly burdensome, and not reasonably calculated to lead to discovery of admissible evidence.

INTERROGATORY NO. 5:

Identify all JP Morgan Trusts for which re-underwriting has been performed on any loan files, and state the number of loans that have been re-underwritten and the number of loans determined to be materially defective.

RESPONSE TO INTERROGATORY NO. 5:

In addition to the foregoing General Objections, each Trustee further objects to this interrogatory on the grounds that the information sought is not within the topics permitted pursuant to Comm. Div. R. 11-a.(b). Each Trustee further objects to this interrogatory because it is overbroad, unduly burdensome, and not reasonably calculated to lead to discovery of admissible evidence.

INTERROGATORY NO. 6:

Identify all JP Morgan Trusts for which you have received Repurchase Requests, and identify the party seeking repurchase and the loans for which repurchase was requested, the status of the Repurchase Request, and the results of the request(s), including any payments made to the Trusts.

RESPONSE TO INTERROGATORY NO. 6:

In addition to the foregoing General Objections, each Trustee further objects to this interrogatory on the grounds that the information sought is not within the topics permitted pursuant to Comm. Div. R. 11-a.(b). Each Trustee further objects to this interrogatory because it is overbroad, unduly burdensome, and not reasonably calculated to lead to discovery of admissible evidence.

INTERROGATORY NO. 7:

Identify all JP Morgan Trusts for which you have notified Certificateholders of an Event of Default.

RESPONSE TO INTERROGATORY NO. 7:

In addition to the foregoing General Objections, each Trustee further objects to this interrogatory on the grounds that the information sought is not within the topics permitted pursuant to Comm. Div. R. 11-a.(b). Each Trustee further objects to this interrogatory because it is overbroad, unduly burdensome, and not reasonably calculated to lead to discovery of admissible evidence.

INTERROGATORY NO. 8:

Identify all JP Morgan Trusts for which the Trustee has knowledge of facts that, with notice and passage of time, would constitute an Event of Default or Events of Default and describe such facts.

RESPONSE TO INTERROGATORY NO. 8:

In addition to the foregoing General Objections, each Trustee further objects to this interrogatory on the grounds that the information sought is not within the topics permitted pursuant to Comm. Div. R. 11-a.(b). Each Trustee further objects to this interrogatory because it

is overbroad, unduly burdensome, and not reasonably calculated to lead to discovery of admissible evidence.

INTERROGATORY NO. 9:

Identify all JP Morgan Trusts for which you have sought direction from Certificateholders regarding Repurchase Actions or Servicing Actions.

RESPONSE TO INTERROGATORY NO. 9:

In addition to the foregoing General Objections, each Trustee further objects to this interrogatory on the grounds that the information sought is not within the topics permitted pursuant to Comm. Div. R. 11-a.(b). Each Trustee further objects to this interrogatory because it is overbroad, unduly burdensome, and not reasonably calculated to lead to discovery of admissible evidence.

INTERROGATORY NO. 10:

Identify all lawsuits against any Trustee relating to the JP Morgan Trusts.

RESPONSE TO INTERROGATORY NO. 10:

In addition to the foregoing General Objections, each Trustee further objects to this interrogatory on the grounds that the information sought is not within the topics permitted pursuant to Comm. Div. R. 11-a.(b). Each Trustee further objects to this interrogatory because it is overbroad, unduly burdensome, and not reasonably calculated to lead to discovery of admissible evidence.

INTERROGATORY NO. 11:

With respect to the Expert Report of Alan Schwartz, identify which PSAs fall into Sets I, II, and III for Mr. Schwarz's answer to Question 1, which specific provisions of each PSA Mr. Schwarz relies upon for Mr. Schwarz's answer to Question 2, and which PSAs contain the language Mr. Schwarz references for Mr. Schwarz's answer to Question 3.

RESPONSE TO INTERROGATORY NO. 11:

In addition to the foregoing General Objections, each Trustee further objects to this interrogatory on the grounds that the information sought is not within the topics permitted pursuant to Comm. Div. R. 11-a.(b). Each Trustee further objects to this interrogatory because it mischaracterizes Mr. Schwartz's report, dated May 27, 2014, and is overbroad, unduly burdensome, and not reasonably calculated to lead to discovery of admissible evidence.

INTERROGATORY NO. 12:

Identify all persons or entities that each Trustee communicated with concerning the Proposed Settlement.

RESPONSE TO INTERROGATORY NO. 12:

In addition to the foregoing General Objections, each Trustee further objects to this interrogatory on the grounds that the information sought is not within the topics permitted pursuant to Comm. Div. R. 11-a.(b). Each Trustee further objects to this interrogatory because it is overbroad, unduly burdensome, and not reasonably calculated to lead to discovery of admissible evidence.

INTERROGATORY NO. 13:

Identify each employee (including the employee's name, title, and job responsibilities) of each Trustee involved in evaluating or considering the Proposed Settlement.

RESPONSE TO INTERROGATORY NO. 13:

In addition to the foregoing General Objections, each Trustee further objects to this interrogatory on the grounds that the information sought is not within the topics permitted pursuant to Comm. Div. R. 11-a.(b) because this interrogatory seeks information beyond the "name of witnesses with knowledge of information material and necessary to the subject matter of the action." Each Trustee further objects to this interrogatory because it is overbroad, unduly burdensome, and not reasonably calculated to lead to discovery of admissible evidence. Subject to and without waiving the foregoing objections, the Trustees state that they respectively will identify by separate written communication the names of witnesses potentially with knowledge of information that may be material and necessary to the subject matter of this action.

Dated: December 5, 2014
New York, New York

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AFFIRMATION OF SERVICE

I, Joseph B. Sconyers, an attorney admitted to practice in the courts of New York and not a party to this action, hereby affirm under penalties of perjury that on December 5, 2014, I caused a true and complete copy of the foregoing document to be delivered by electronic mail and U.S. Mail to the following:

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