

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-

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), AMBAC ASSURANCE CORPORATION, AND THE SEGREGATED ACCOUNT OF AMBAC ASSURANCE CORPORATION (intervenor), and W&L INVESTMENTS, LLC (intervenor),

Respondents,

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

Index No.
652382/2014

The Honorable
Marcy S. Friedman,
J.S.C.

**AFFIRMATION OF JAMES ANCONE IN SUPPORT
OF THE TRUSTEES' FIRST AMENDED PETITION**

I, JAMES ANCONE, an attorney admitted to practice in the courts of the State of New York, pursuant to CPLR § 2106(a) and under the penalties of perjury, affirm that:

1. I am an associate of the law firm of Mayer Brown LLP, attorneys for Petitioner HSBC Bank USA, N.A., acting solely in its capacity as trustee for certain residential mortgage-backed securitization trusts in the above-captioned special proceeding. I submit this affirmation in support of the First Amended Petition.

2. HSBC serves as trustee for the following 10 trusts in this special proceeding: BSMF 2006-AC1, JPALT 2006-A5, JPALT 2006-A7, JPALT 2007-A1, JPMMT 2006-A5, JPMMT 2007-A1, JPMMT 2007-A2, JPMMT 2007-A5, JPMMT 2007-A6, LUM 2006-3. Each of the 10 HSBC trusts is governed, at least in part, by a Pooling and Servicing Agreement (“PSA”). The PSAs for the 10 HSBC trusts are included in Trustees Exhibit 014.

3. Each of the PSAs for the 10 HSBC trusts includes a provision that states that the trustee is assigned “all the right, title and interest” to the mortgage loans. *See* BSMF 2006-AC1 PSA § 2.01; JPALT 2006-A5 PSA § 2.01; JPALT 2006-A7 PSA § 2.01; JPALT 2007-A1 PSA § 2.01; JPMMT 2006-A5 PSA § 2.01; JPMMT 2007-A1 PSA § 2.01; JPMMT 2007-A2 PSA § 2.01; JPMMT 2007-A5 PSA § 2.01; JPMMT 2007-A6 PSA § 2.01; LUM 2006-3 PSA § 2.01.

Dated: New York, New York
January 18, 2016

/s/ James Ancone
James Ancone