

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, 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,

for an order, pursuant to CPLR § 7701, seeking judicial instruction.

Index No. 652382/2014

Part 60

Friedman, J.

**AFFIRMATION OF
JARED M. SLADE IN
SUPPORT OF THE
TRUSTEES' FIRST
AMENDED PETITION**

STATE OF TEXAS)
) :ss
COUNTY OF DALLAS)

JARED MICHAEL SLADE, being duly sworn, hereby deposes and says:

1. I am an associate of the firm Alston & Bird LLP, attorneys for Petitioner Wilmington Trust, National Association (“Wilmington Trust”), acting solely in its capacity as trustee or indenture trustee for certain residential mortgage-backed securitization (“RMBS”) trusts included among the RMBS trusts and/or loan groups listed on Exhibit A to the First Amended Petition in the above-captioned special proceeding. I submit this affirmation in support of the First Amended Petition.

2. Wilmington Trust is the trustee for 40 RMBS trusts in this special proceeding (the “Wilmington Accepting Trusts”).

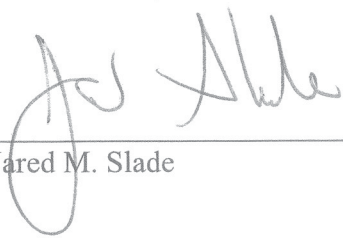
3. Some of the Wilmington Accepting Trusts are governed, at least in part, by separate contracts known as Pooling and Servicing Agreements (the “PSAs”). The remaining Wilmington Accepting Trusts are governed by, among other agreements, indentures (the “Indentures”) and sale and servicing agreements (“SSAs”). The PSAs, Indentures, SSAs and other applicable transaction documents are collectively referred to herein as the “Governing Agreements.” The Governing Agreements for the Wilmington Accepting Trusts are included in Trustees’ Exhibit 014.

4. For each of the Wilmington Accepting Trusts, Wilmington Trust, as trustee, is assigned all of the “right, title and interest” to the mortgage loans via the Governing Agreements. *See, e.g.*, Ex. 014, BALTA 2007-1 PSA § 2.01(a); BSARM 2007-2 SSA, § 2.01 and BSARM 2007-2 Indenture, Granting Clause.

5. The PSAs include a provision that states that the Depositor assigns to the Trust, Trust Fund or Trustee all of its “right, title and interest” to the mortgage loans. *See, e.g.*, the BALTA 2007-1 PSA § 2.01(a).

6. In the SSA for the indenture trusts, the Depositor “transfers, conveys, sells and assigns” to a Delaware statutory trust (the “Issuer”) “all its right, title and interest in” the mortgage loans. *See, e.g.*, BSARM 2007-2 SSA, § 2.01. In the Indenture, the Issuer then assigns to the Indenture Trustee all of its “right, title and interest” in the mortgage loans. *See, e.g.*, BSARM 2007-2 Indenture, Granting Clause.

Executed: Dallas, Texas
January 18, 2016



Jared M. Slade

Subscribed and sworn to
before me this 18th day of January 2016



Notary Public

