

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

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

(Friedman, J.)

**AFFIRMATION OF KURT W. RADEMACHER
IN SUPPORT OF THE TRUSTEES' FIRST AMENDED PETITION**

I, Kurt W. Rademacher, an attorney admitted to practice in the courts of the State of New York, pursuant to CPLR § 2106(a) and under the penalty of perjury, affirm that:

1. I am an associate of the firm Morgan, Lewis & Bockius LLP, attorneys for Petitioner Deutsche Bank National Trust Company (“DBNTC” or the “Trustee”), acting solely in its capacity as trustee for certain residential mortgage-backed securitization (“RMBS”) trusts. I submit this affidavit in further support of the First Amended Petition.

2. DBNTC serves as the Trustee for seven trusts at issue in this special proceeding: J.P. Morgan Mortgage Acquisition Trust (“JPMAC”) 2007-CH1, JPMAC 2007-CH2, JPMAC 2007-CH3, JPMAC 2007-CH4, JPMAC 2007-CH5, JPMAC 2007-HE1, and Morgan Stanley Structured Trust I 2007-1 (“MSST 2007-1”) (collectively, the “DBNTC-Administered Trusts”).

3. Each of the DBNTC-Administered Trusts is governed, at least in part, by separate contracts known as Pooling and Servicing Agreements (the “PSAs”). Each of the PSAs for the seven DBNTC-Administered Trusts includes a provision that states that the depositor assigns to the Trustee all of its “right, title and interest” to the mortgage loans. *See* JPMAC 2007-CH1 PSA § 2.01(a); JPMAC 2007-CH2 PSA § 2.01(a); JPMAC 2007-CH3 PSA § 2.01(a); JPMAC 2007-CH4 PSA § 2.01(a); JPMAC 2007-CH5 PSA § 2.01(a); JPMAC 2007-HE1 PSA § 2.01(a); MSST 2007-1 PSA § 2.01.

Dated: January 18, 2016
Philadelphia, Pennsylvania

/s/ Kurt W. Rademacher
Kurt W. Rademacher