

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 THOMAS ROSS HOOPER IN SUPPORT
OF THE TRUSTEES' FIRST AMENDED PETITION**

I, THOMAS ROSS HOOPER, 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:

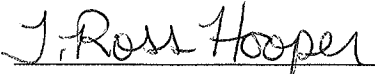
1. I am counsel of the law firm of Seward & Kissel LLP, attorneys for Petitioner Law Debenture Trust Company of New York (“Law Debenture”), acting solely in its capacity as separate trustee for certain residential mortgage-backed securitization trusts in the above-captioned special proceeding. I submit this affirmation in support of the First Amended Petition.

2. Law Debenture has been appointed as separate trustee for the purpose of enforcing repurchase claims for 30 RMBS trusts in this special proceeding for which Wells Fargo serves as trustee (the “30 Trusts”). Enclosed herewith as Appendix A is a list of the 30 Trusts.

3. Each of the 30 Trusts is governed, in part, by a Pooling and Servicing Agreement or a Pooling Agreement (together, the “Governing Agreements”). The Governing Agreements for the 30 Trusts are included in Trustees’ Exhibit 014.

4. Each of the Governing Agreements for the 30 Law Debenture trusts includes a provision that states that the trustee is assigned all of the “right, title and interest” to the mortgage loans. *See e.g.* Trustees’ Exhibit 014, BSMF 2006-AR2, PSA § 2.01.

Dated: New York, New York
January 18, 2016


Thomas Ross Hooper

Appendix A

	Deal Name
1.	BSABS 2005-1
2.	BSABS 2007-AC2
3.	BSABS 2007-AC3
4.	BSABS 2007-AC4
5.	BSABS 2007-AC5
6.	BSABS 2007-AC6
7.	BSMF 2006-AR1
8.	BSMF 2006-AR2
9.	BSMF 2006-AR3
10.	BSMF 2006-AR4
11.	BSMF 2006-AR5
12.	BSMF 2007-AR1
13.	BSMF 2007-AR2
14.	BSMF 2007-AR3
15.	BSMF 2007-AR4
16.	BSMF 2007-AR5
17.	GPMF 2005-AR2
18.	GPMF 2005-AR3
19.	GPMF 2005-AR4
20.	GPMF 2005-AR5
21.	GPMF 2006-AR1
22.	GPMF 2006-AR2
23.	GPMF 2006-AR3
24.	SACO 2005-1
25.	SACO 2005-2
26.	SACO 2005-3
27.	SACO 2007-VA1
28.	BSARM 2007-3
29.	BSARM 2007-5
30.	SAMI II 2007-AR4

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