

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

In the matter of the application of

WELLS FARGO BANK, NATIONAL ASSOCIATION,
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,
HSBC BANK USA, N.A., and DEUTSCHE BANK
NATIONAL TRUST COMPANY (as Trustees, Indenture
Trustees, Securities Administrators, Paying Agents, and/or
Calculation Agents of Certain Residential Mortgage-
Backed Securitization Trusts),

Petitioners,

For Judicial Instructions under CPLR Article 77 on the
Administration and Distribution of a Settlement Payment.

Index No. 0657387/2017

**AXONIC'S
STATEMENT OF GROUNDS
TO APPEAR**

Axon Capital LLC ("Axonic"), on behalf of its managed funds ("Axonic Funds") identified in the Affirmation of Brian S. Fraser filed herewith (the "Affirmation"), by and through its counsel Akerman LLP, submits this Statement of Grounds to Appear in connection with its Answer and Notice to Appear (this Statement of Grounds the "Statement"). Axonic has standing to appear because, on behalf of the Axonic Funds, it is a certificateholder of certificates in those trusts identified in the Affirmation and as such is an Interested Person (as defined in the Orders dated December 19, 2017 and January 23, 2018). Axonic has filed an Answer to the Petition herewith in which it states its position in connection with four points raised by the Petition. Its positions are:

1. The Trustee should use the Write-Up First Method¹.
2. The Trustee should apply the same Write-Up Instructions to all certificate classes without regard to any allegedly inconsistent write-up provisions in the Trusts' governing agreements.

¹ Capitalized terms not defined herein have the meanings ascribed to them in the Answer.

3. The Trustee should apply the Settlement Write-Up Instruction uniformly to Trusts that have realized loss allocation methods that differ from subsequent recovery write-up methods.
4. It would lead to an absurd result if classes of certificates or loan groups with current aggregate certificate principal balances of zero as a result of realized loss, and not as a result of payment of all principal, were excluded from distributions from the Settlement.

Axonic provides its full arguments for the positions above in its Answer to the Petition filed herewith.

Dated: New York, New York
January 29, 2018

AKERMAN LLP

By: /s/ Brian S. Fraser
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