

At IAS Part 60 of the Supreme Court of the State of New York, held in and for the County of New York, at the Courthouse located at 60 Centre Street, New York, New York on the ____ day of _____, 2018

P R E S E N T : Hon. Marcy S. Friedman, Justice.

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 Distribution of a Settlement Payment.

Index No. 657387/2017

**[PROPOSED]
ORDER CONCERNING
PRIME 2005-3**

WHEREAS, pursuant to the Scheduling Order entered February 13, 2018, U.S. Bank National Association (“U.S. Bank”) and Wells Fargo Bank, National Association (“Wells Fargo”) (collectively, the “Subject Petitioners”) hereby file this [proposed] Order Concerning PRIME 2005-3 (the “Order”); and¹

WHEREAS, U.S. Bank is the Trustee and Wells Fargo is the Payment Administrator for PRIME 2005-3 (the “Subject Trust”); and

WHEREAS, pursuant to the Court’s Order to Show Cause entered December 19, 2017 (as modified by the Interim Order entered December 20, 2017, the “Order to Show Cause”), the

¹ Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in the Petition.

Allocable Shares for the Subject Trust (the “Subject Allocable Shares”) are currently being held in certain investments in escrow by U.S. Bank; and

WHEREAS, pursuant to the Order to Show Cause, U.S. Bank is required to continue to hold the Subject Allocable Shares in escrow until such time as the Court enters an order directing U.S. Bank to release the Subject Allocable Shares from escrow or until such time as the Court rules otherwise; and

WHEREAS, none of the investors that have appeared in the proceeding have alleged an interest in the Subject Trust; and

WHEREAS, since the filing of the Petition, Wells Fargo, as the Payment Administrator, has determined that there are no issues concerning the administration and distribution of the Allocable Shares that warrant judicial instruction;

SUFFICIENT CAUSE THEREFORE BEING ALLEGED, IT IS

1. ORDERED that U.S. Bank is authorized to release the Subject Allocable Shares from escrow and all investment earnings accrued thereon, including any trailing investment earnings accrued after the release of the Subject Allocable Shares from escrow; and it is further
2. ORDERED that pursuant to Section 3217(b) of the New York Civil Practice Law and Rules, the Subject Trust is voluntarily discontinued with prejudice from the above-entitled action.

ENTERED:

Marcy S. Friedman, J.S.C.