

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

In the matter of the application of

Wells Fargo National Bank, N.A., et al.

Petitioners,

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

Index No.: 657387-2017

Part 60

Friedman, J.

NOTICE OF ENTRY

PLEASE TAKE NOTICE that the within is a true and correct copy of an order and judgment signed by the Court on March 14, 2018 and duly entered in the office of the Clerk, County of New York, and docketed by NYSCEF on March 23, 2018 (NYSCEF Doc. No. 283).

Dated: March 23, 2018
New York, New York

PATTERSON BELKNAP WEBB & TYLER LLP

/s/ Peter W. Tomlinson

Peter W. Tomlinson

Daniel A. Friedman

1133 Avenue of the Americas

New York, NY 10036

Tel: 212-336-2000

Fax: 212-336-2222

pwtomlinson@pbwt.com

dfriedman@pbwt.com

*Attorneys for Olifant Fund, Ltd., FFI Fund Ltd. and
FYI Ltd.*

To:

HAHN & HESSEN LLP
Zachary G. Newman
Stephen J. Grable
Brigitte R. Rose
488 Madison Avenue
New York, New York 10022
(212) 478-7200

FAEGRE BAKER DANIELS LLP
Robert L. Schnell
Stephen M. Mertz
Michael F. Doty
Julie R. Landy
2200 Wells Fargo Center
90 S. Seventh Street
Minneapolis, Minnesota 55402
(612) 766-6000

Attorneys for Petitioner Wells Fargo Bank, National Association

MAYER BROWN LLP
Matthew D. Ingber
Christopher J. Houpt
1221 Avenue of the Americas New York,
New York 10020-1001
(212) 506-2500

Attorneys for Petitioner The Bank of New York Mellon and The Bank of New York Mellon Trust Company, N.A.

JONES DAY
Nina Yadava
250 Vesey Street
New York, New York 10281-1047
(212) 326-3939

Matthew A. Martel
Keith Kollmeyer
100 High Street
Boston, MA 02110-1781
(617) 449-6923

Attorneys for Petitioner U.S. Bank National Association

ALSTON & BIRD LLP
Alexander S. Lorenzo

90 Park Avenue
New York, New York 10016
(212) 910-9400

Attorneys for Petitioner Wilmington Trust, National Association

MAYER BROWN LLP
Jean-Marie L. Atamian
James Ancone
1221 Avenue of the Americas
New York, New York 10020-1001
(212) 506-2500

Attorneys for Petitioner HSBC Bank USA, N.A.

QUINN EMANUEL URQUHART & SULLIVAN, LLP
Kevin S. Reed
51 Madison Avenue, 22nd Floor
New York, New York 10010-1601
(212) 849-7000

Attorneys for Respondents American General Life Insurance Company, American Home Assurance Company, Lexington Insurance Company, National Union Fire Insurance Company of Pittsburgh, Pa., The United States Life Insurance Company in the City of New York, The Variable Annuity Life Insurance Company

SCHLAM STONE & DOLAN LLP
John M. Lundin
Seth D. Allen
26 Broadway
New York, New York 10004
(212) 344-5400

Attorneys for Respondent HBK Master Fund LP

MORGAN, LEWIS & BOCKIUS LLP
Kurt W. Rademacher
1701 Market Street
Philadelphia, Pennsylvania 19103
(215) 963-5000

Melissa F. Feig
101 Park Avenue
New York, New York 10178
(212) 309-6000

Attorneys for Petitioner Deutsche Bank National Trust Company

AXINN, VELTROP & HARKRIDER LLP

Donald W. Hawthorne

Felix J. Gilman

114 W 47th Street

New York, NY 10036

Tel: 212.728.2200

Fax: 212.728.2201

Attorneys for Respondents Poetic Holdings VI LLC, Poetic Holdings VII LLC and Prophet Mortgage Opportunities LP

PATTERSON BELKNAP WEBB & TYLER LLP

Henry J. Ricardo

1133 Avenue of the Americas

New York, New York 10036-6710

(212) 336-2000

Attorney for Respondents Ambac Assurance Corporation and the Segregated Account of Ambac Assurance Corporation

SCHINDLER COHEN & HOCHMAN LLP

Anna Vinogradov

Jonathan L Hochman

100 Wall Street, 15th Floor

New York, New York 10005

(212) 277-6300

KRAMER LEVIN NAFTALIS & FRANKEL

LLP

Philip Bentley

Andrew Pollack

Thomas Moers Mayer

1177 Avenue of the Americas

New York, New York 10036

(212) 715-9100

Attorneys for Respondents Tilden Park Investment Master Fund LP, Tilden Park Management I LLC and Tilden Park Capital Management LP, on behalf of themselves and their advisory clients

MILLER & WRUBEL P.C.

Charles R. Jacob III

Kerrin T. Klein

570 Lexington Avenue

New York, New York 10022

(212) 336-3500

Attorneys for Respondent D.E. Shaw Refraction Portfolios, L.L.C.

BECKER, GLYNN, MUFFLY, CHASSIN & HOSINSKI LLP

Robin L. Alperstein
299 Park Avenue
New York, New York 10171
(212) 888-3033

ELLINGTON MANAGEMENT GROUP L.L.C.

Daniel R. Margolis
53 Forest Avenue
Old Greenwich, Connecticut 06870
(203) 409-3503

Attorneys for Respondent Ellington Management Group, L.L.C.

AKERMAN LLP

Brian S. Fraser
Phillip A. Spinella
666 Fifth Avenue, 20th Floor
New York, New York 10103
(212) 880-3800

Attorneys for Respondent Axonic Capital LLC

MCKOOL SMITH, P.C.

Gayle R. Klein
Robert W. Scheef
David I. Schiefelbein
One Bryant Park, 47th Floor
New York, New York 10036
(212) 402-9400

Attorneys for Respondent Nover Ventures, LLC

HOFFNER PLLC

David S. Hoffner
800 Third Avenue, 13th Floor
New York, New York 10022
(212) 471-6203

DECHERT LLP

Mauricio A. Espana
1095 Avenue of the Americas
New York, New York 10036
(212) 698-3500

Attorneys for Respondent Strategos Capital Management, LLC

DOGRAMACI KUSHNER LLP

Amiad Kushner
1120 Avenue of the Americas, 4th Fl.
New York, New York 10036
(212) 309-7580

Attorneys for Respondents FT SOF IV Holdings, LLC, Fir Tree Capital Opportunity Master Fund III, Fir Tree COF III, and DW Partners LP

PERRY, JOHNSON, ANDERSON, MILLER & MOSKOWITZ LLP
Kristin Mattiski-Nicholls
438 First Street, 4th Floor
Santa Rosa, CA 95401
(707) 525-8800

Attorney for Respondents DW Partners LP, FT SOF IV Holdings LLC, Fir Tree Capital Opportunity Master Fund L.P., and Fir Tree Capital Opportunity Master Fund III, L.P.

WARNER PARTNERS, P.C.
Kenneth E. Warner
950 Third Avenue, 32nd Floor
New York, New York 10022
(212) 593-8000

GIBBS & BRUNS LLP
Kathy D. Patrick
David M. Sheeren
1100 Louisiana, Suite 5300
Houston, Texas 77002
(713) 650-8805

Attorneys for Respondents AEGON USA Investment Management, LLC, BlackRock Financial Management, Inc., Cascade Investment, LLC, the Federal Home Loan Bank of Atlanta, the Federal Home Loan Mortgage Corporation (Freddie Mac), the Federal National Mortgage Association (Fannie Mae), Goldman Sachs Asset Management L.P., Voya Investment Management LLC, Invesco Advisers, Inc., Kore Advisors, L.P., Metropolitan Life Insurance Company, Pacific Investment Management Company LLC, Teachers Insurance and Annuity Association of America, the TCW Group, Inc., Thrivent Financial for Lutherans, and Western Asset Management Company (the "Institutional Investors")

ROPES & GRAY LLP
Lee S. Gayer
Joshua Y. Sturm
1211 Avenue of the Americas
New York, New York 10036
(212) 841-0626

Attorneys for Respondent GMO Funds

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 14th day of March, 2018

PRESENT: Hon. Marcy S. Friedman, Justice.

FILED
MAR 23 2018
COUNTY CLERK'S OFFICE
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 Distribution of a Settlement Payment.

Index No. 657387/2017

~~PROPOSED~~ PARTIAL SEVERANCE ORDER AND PARTIAL FINAL JUDGMENT
(BSMF 2007-SLD
SACO 2005-6
01.fmt)

WHEREAS, the Petitioners identified in the above case caption commenced this proceeding under CPLR Article 77 by filing a petition (the "Petition") seeking judicial instructions concerning the administration and distribution of a settlement payment (the "Settlement Payment") for 270 residential mortgage-backed securities trusts identified in Exhibit A to the Petition (the "Settlement Trusts") under a settlement agreement dated as of November 15, 2013 and modified as of July 29, 2014 (the "Settlement Agreement"); and

WHEREAS, pursuant to the Settlement Agreement the Settlement Payment is to be apportioned among the Settlement Trusts, including the individual loan groups therein and

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classes of principal only certificates therein, based on "Allocable Shares" calculated in an expert report filed with the Court at NYSCEF Nos. 178 and 179¹; and

WHEREAS, by Order to Show Cause dated December 19, 2017 and Interim Order dated December 20, 2017 (collectively, the "December Orders"), the Court authorized and directed the Petitioners to place the Allocable Shares for the Settlement Trusts in escrow; and

WHEREAS, the Court has been advised that the escrow provisions of the December Orders have been complied with and that the Allocable Shares for the Settlement Trusts, plus any investment earnings thereon, are currently invested as directed in the December Orders; and

WHEREAS, under the December Orders, the Court directed the Petitioners to provide notice of this proceeding pursuant to the notice program described in the December Orders (the "Notice Program"), and the Court found that the Notice Program was the best notice practicable, was reasonably calculated to put interested persons on notice of the proceeding, and constituted due and sufficient notice of the proceeding in satisfaction of federal and state due process requirements and other applicable laws; and

WHEREAS, the Notice Program directed that interested persons respond to the Petition on or before January 29, 2018, and only Olifant Fund, Ltd., FFI Fund Ltd. and FYI Ltd. (the "Subject Investors") have asserted an interest in the two settlement trusts BSMF 2007-SL2 (the "BSMF Trust") and SACO 2005-6 (the "SACO Trust," and together with the BSMF Trust, the "Undisputed Trusts"); and

¹ The term "loan group" as used herein refers to any loan group, loan subgroup, loan pool, loan subpool, or any other applicable grouping, pooling, or other assemblage of loans.

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WHEREAS, each of the BSMF Trust and the SACO Trust are governed by separate Pooling and Servicing Agreements (each a "Subject PSA" and collectively, the "Subject PSAs"); and

WHEREAS the certificates related to Loan Group II of the BSMF Trust (including the Class A certificates) currently have an aggregate certificate principal balance of zero dollars (\$0.00); and

WHEREAS the Subject Investors agree and consent to this [REDACTED] Partial Severance Order and Partial Final Judgment (the "Order"), which resolves the issues for which judicial instruction were sought concerning the administration and distribution of the Allocable Shares for the Undisputed Trusts (the "Subject Allocable Shares"); and

WHEREAS, U.S. Bank National Association is the successor trustee and payment administrator for the Undisputed Trusts (in all such capacities collectively, the "Subject Petitioner"); and

WHEREAS, as used herein, the term "Judgment Entry Date" means the date on which the Clerk's docketing of this Order first appears publicly on the New York State Court Electronic Filing System, without regard to when the Court actually signs or the Clerk actually enters this Order; and

WHEREAS, as used herein, the term "Transfer Month" means the month of the Judgment Entry Date if the Judgment Entry Date is on or before the eighth calendar date of that month, and otherwise the month immediately following; and

WHEREAS, as used herein, the term "Transfer Target Date" means the fifteenth day of the Transfer Month; and

WHEREAS, as used herein, the term "AS Distribution Date" means the Distribution Date (as that term is defined in the applicable Governing Agreements) for each of the Undisputed Trusts occurring in the Transfer Month, and

WHEREAS, all capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Petition;

NOW, THEREFORE, on the motion of Patterson Belknap Webb & Tyler LLP, attorneys for the Subject Investors, it is hereby

ORDERED, ADJUDGED and DECREED that, on or before the Transfer Target Date, the Subject Petitioner shall cause escrowed assets to be liquidated with a value equal to the Subject Allocable Shares plus any investment earnings thereon, and shall cause such amounts to be deposited in the respective distribution accounts of the Undisputed Trusts. From the time of the aforescribed deposit, the amount so deposited shall be deemed the Subject Allocable Shares for the Undisputed Trusts for all purposes under the Settlement Agreement and this Order; and it is further

ORDERED, ADJUDGED and DECREED that sums representing investment earnings accrued on the Subject Allocable Shares not received by the Subject Petitioner at the time escrowed assets are liquidated to cash pursuant to the immediately preceding paragraph ("Trailing Interest") shall be distributed on the Distribution Date for the month following the month such Trailing Interest is received by the Subject Petitioner. Any Trailing Interest shall be deemed a Subject Allocable Share for the Undisputed Trust on which such Trailing Interest was accrued, and any Trailing Interest shall be administered and distributed as a Subject Allocable Share subject to the terms of the Settlement Agreement and this Order; and it is further

ORDERED, ADJUDGED and DECREED that in administrating and distributing the Subject Allocable Shares for each Undisputed Trust, the Subject Petitioner (i) shall first increase the applicable certificate principal balances in the amount of the Settlement Payment Write-Up in a manner consistent with this Order (the "Written-Up Certificate Principal Balances"), and, after applying the Settlement Payment Write-Up, (ii) shall then distribute the Subject Allocable Shares to certificateholders based on the Written-Up Certificate Principal Balances; and it is further

ORDERED, ADJUDGED and DECREED that in administering and distributing the Subject Allocable Shares for each Undisputed Trust, the Subject Petitioner shall apply the Retired Class Provision in Section 5.04(a) of each of the Subject PSAs (i) to permit the Settlement Payment Write-Up to be applied only to classes of certificates with aggregate certificate principal balances greater than zero dollars (\$0.00) on the date of distribution of the Subject Allocable Shares; and (ii) to prevent the distribution of the Subject Allocable Shares to any applicable class of certificates with aggregate certificate principal balance of zero dollars (\$0.00) at the time of the distribution of the Subject Allocable Shares; and it is further

ORDERED, ADJUDGED, and DECREED that in administering and distributing the Subject Allocable Shares for the BSMF Trust, if the aggregate certificate principal balance of the Class A certificates in Loan Group II of the BSMF Trust is still zero dollars (\$0.00) on the date of distribution of the Subject Allocable Shares, the Subject Petitioner shall apply the Class A Redirection Provision to cause the Settlement Payment Write-Up for Loan Group II to be applied to the certificates in Loan Group I and to cause the Subject Allocable Share assigned to Loan Group II to be distributed to the Class A certificates in Loan Group I; and it is further

ORDERED, ADJUDGED and DECREED that this Order is not applicable to, shall be without prejudice to, and shall have no precedential effect on (i) any argument of any party concerning the appropriate administration and distribution of the Settlement Payment where there is a dispute among the parties regarding how the Settlement Payment should be administered or distributed; (ii) Settlement Trusts for which no investors have appeared in this proceeding or any trust, indenture, or other securitization other than the Undisputed Trusts, or (iii) any applications to certificate balances (e.g., write-ups) or distributions of payments or funds other than the Subject Allocable Shares; and it is further

ORDERED, ADJUDGED and DECREED that any aspects of the administration and distribution of the Subject Allocable Shares not expressly addressed in this Order shall be performed as provided for in the Governing Agreements and the Settlement Agreement; and it is further

ORDERED, ADJUDGED and DECREED that certificateholders, noteholders, and any other parties claiming rights or interests in any of the Undisputed Trusts are barred from asserting claims against the Subject Petitioner with respect to any conduct taken to implement and comply with the terms of this Order and with respect to the Subject Petitioner's administration and distribution of the Subject Allocable Shares, so long as such conduct is performed in accordance with the terms of this Order; and it is further

ORDERED that the Clerk of New York County be, and he hereby is, directed to enter this Order forthwith and without delay.

NYSCEF DOC. NO. 284

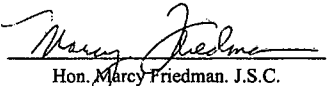
RECEIVED NYSCEF: 03/23/2018

Matter of Wells Fargo
Partial Sentence Order &

CS 7387/17
Partial Final Judgment
(BSMF 2007-SL2
SALO 2008-6
o:fmt)

Dated: New York, New York

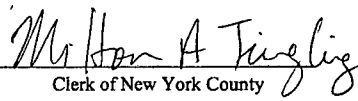
March 14, 2018



Hon. Marcy Friedman, J.S.C.

MARCY S. FRIEDMAN, J.S.C.

Judgment signed and entered this 23rd day of March 2018.



Clerk of New York County

FILED
MAR 23 2018
COUNTY CLERK'S OFFICE
NEW YORK

Index # 657387/2017

Decision, Order, and Judgment

FILED

MAR 23 2018
11:33 AM
AT N.Y. CO. CLKS OFFICE