

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

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 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., : INDEX NO. 657387/2017
 WILMINGTON TRUST, NATIONAL ASSOCIATION, :
 HSBC BANK USA, N.A., and DEUTSCHE BANK : Friedman, J.
 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. :
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**AFFIDAVIT OF XING WEI IN SUPPORT OF ASO ATLANTIC FUND'S
MOTION FOR LEAVE TO APPEAR AND PARTICIPATE**

1. I am authorized to attest to the foregoing on behalf of ASO Atlantic Fund LLC (“ASO”), an owner of certain certificates issued by Bear Stearns Asset Backed Securities I Trust 2006-HE1 (“BSABS 2006-HE1”). I have personal knowledge of the matters set forth herein.

2. I submit this affidavit in support of ASO’s Motion for Leave to Appear in the above-captioned proceeding (the “Proceeding”) and be heard regarding the merits of the questions presented by the Petition dated December 15, 2017 (the “Petition) regarding the BSABS 2006-HE1 Settlement Trust.¹

3. ASO directly owns certificates issued by BSABS 2006-HE1, a Settlement Trust that is the subject of the Settlement Agreement dated as of November 15, 2013 and modified as

¹ Capitalized terms not defined herein shall have the meaning ascribed to them in the Petition and/or the order of this Court entered on December 19, 2017 (NYSCEF Doc. No. 30) (the “December 19 Order”).

of July 29, 2014, by and among JP Morgan Chase & Co. and its direct and indirect subsidiaries and a group of institutional investors (the “Settlement Agreement”).

4. ASO seeks leave to participate in this proceeding and the Final Hearing only with regard to how U.S. Bank should interpret the Retired Class Provision set forth in BSABS 2006-HE1.

5. ASO did not indicate its intent to appear in the Proceeding or be heard with regard to the BSABS-HE1 by January 29, 2018 for the reasons described below. First, ASO believed that other investors would participate in the proceeding and address how the Trustees should interpret the Retired Class Provision—what ASO views as a straightforward question of contractual interpretation. ASO also believed that *only* the Court would adjudicate and rule on the interpretation of the Retired Class Provision, and that the Trustees would apply such ruling consistently across all of the Settlement Trusts. As a result of ASO’s belief that the Court would address and rule on the issues in dispute, and the potentially significant fees that ASO would incur to represent its interest in a single Settlement Trust, ASO did not notify the Court of its intent to appear and participate in this proceeding by the January 29 deadline.

6. The Court’s February 13, 2018 order (the “Scheduling Order”) materially changed the circumstances under which ASO had decided not to appear, and informs ASO’s decision to seek leave to appear. Only upon a close review of the Scheduling Order could one have understood that the *parties—and not the Court*—could agree on a proposed final, binding decision on the pending matters, without the Court’s review or adjudication of the merits relating to the issues in dispute.

7. For the reasons set forth above, ASO has now determined that it must seek leave to appear and participate in order to ensure that the straightforward contractual interpretation is

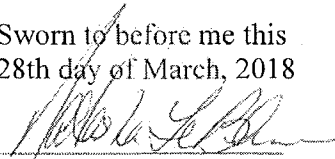
applied to BSABS 2006-HE1. ASO promptly sought to initiate the instant motion and seek leave from the Court to appear upon having made this determination.

Dated: New York, New York
March 28, 2018



Xing Wei

Sworn to before me this
28th day of March, 2018



Notary Public

NATASHA
Notary Public, State of New York
No. 01LE6342580
Qualified in Kings County
Commission Expires 5/23/2020

NATASHA LEBLANC
Notary Public, State of New York
No. 01LE6342580
Qualified in Kings County
Commission Expires 5/23/2020