

**SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK: IAS PART 60**

<p>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),</p> <p style="text-align: right;"><i>Petitioners,</i></p> <p>For Judicial Instructions under CPLR Article 77 on the Distribution of a Settlement Payment.</p>	<p style="text-align: center;">Index No. 657387/2017 (Friedman, J.)</p> <p style="text-align: center;">Motion Sequence No. 005</p> <p style="text-align: center;">AFFIRMATION OF JOHN M. LUNDIN IN OPPOSITION TO JOINT MOTION TO LIMIT STANDING</p>
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JOHN M. LUNDIN, an attorney duly licensed to practice law in the State of New York affirms the following under penalty of perjury:

1. I am a member of Schlam Stone & Dolan LLP, counsel to Plaintiff HBK Master Fund L.P. (“HBK”) in this action. I submit this affirmation in opposition to the joint motion to limit standing in this action to certificateholders in the settlement trusts. All matters set forth herein are based upon my personal knowledge or my review of my firm’s files.

2. HBK is a noteholder in 20 NIM trusts (the “NIM Trusts”). A complete list of HBK’s holdings has previously been submitted to the Court in the Affidavit of Beauregard A. Fournet, which is Exhibit 2 to HBK’s Answer in this proceeding. *See* Dkt. No. 80.

3. Attached as Exhibit 1 is (i) a summary chart identifying the dates of issuance of the Pooling and Servicing Agreement and Prospectus Supplement from each of the settlement trust that underlies the NIM Trusts (the “Underlying Settlement Trusts”) as well as the Private

Placement Memorandum and Indentures for each of the NIM Trusts; and (ii) true and correct copies of the cover pages of each of those agreements showing the dates of issuance.

4. Attached as Exhibit 2 is (i) a summary chart identifying relevant provisions from the Prospectus Supplements for the Underlying Settlement Trusts stating that the Class P and CE Certificates were not offered by the Prospectus Supplements; and (ii) true and correct copies of those relevant provisions from the Prospectus Supplements.

5. After learning of this proceeding, HBK contacted the NIM Trustee's counsel to ask whether U.S. Bank intended to appear on behalf of the NIM Trusts, or whether it would agree to assign the right to appear in the proceeding to HBK or join HBK's Answer. The NIM Trustee, U.S. Bank, is represented by Nina Yadava Esq. of Jones Day.

6. Attached as Exhibit 3 is (i) a summary chart identifying relevant provisions from the Indentures for the NIM Trusts stating that the NIM Trustee is to deposit all funds it receives, including those from the Underlying Settlement Trusts or in any way relating to the Underlying Settlement Trusts in an account ("Note Account"); and (ii) true and correct copies of those relevant provisions from the Indentures.

7. Attached as Exhibit 4 is (i) a summary chart identifying relevant provisions from the Indentures providing the definition of Available Funds; and (ii) true and correct copies of those relevant provisions from the Indentures.

8. Attached as Exhibit 5 is (i) a summary chart identifying relevant provisions from the Indentures regarding payments on the Class A-1, A-2 and A-3 Notes; and (ii) true and correct copies of those relevant provisions from the Indentures.

9. Attached as Exhibit 6 is (i) a summary chart identifying relevant provisions from the Fiscal Agency Agreements for the NIM Trusts regarding payments on the Class C Notes; and (ii) true and correct copies of those relevant provisions from the Fiscal Agency Agreements.

10. Attached as Exhibit 7 is (i) a summary chart identifying relevant provisions from the Indentures regarding the payment of fees to the Indenture Trustee, the Fiscal Agent, and the Collateral Agent; and (ii) true and correct copies of those relevant provisions from the Indentures.

11. Attached hereto as Exhibit 8 is a true and correct copy of the January 3, 2018 notice of settlement and of this proceeding posted by U.S. Bank as Trustee for the Underlying Settlement Trusts to its website.

12. Attached hereto as Exhibit 9 is a true and correct copy of the January 3, 2018 notice of settlement and of this proceeding posted by U.S. Bank as Indenture Trustee for the NIM Trusts to its website.

13. Attached hereto as Exhibit 10 is a true and correct copy of a January 23, 2018 letter that I sent to Nina Yadava of Jones Day, as counsel for U.S. Bank as Indenture Trustee.

14. Attached hereto as Exhibit 11 is a true and correct copy of a January 25, 2018 letter from Nina Yadava, as counsel for U.S. Bank, to myself, as counsel for HBK.

15. Attached hereto as Exhibit 12 is a true and correct copy of an April 12, 2018 letter from April Lancsak of U.S. Bank as Indenture Trustee for the NIMS Trusts, to Beauregard A. Fournet of HBK.

16. Attached as Exhibit 13 is (i) a summary chart identifying relevant provisions from the Indentures setting forth the Granting Clause for the Indenture; and (ii) true and correct copies of those relevant provisions from the Indentures.

17. Attached as Exhibit 14 is (i) a summary chart identifying relevant provisions from the Fiscal Agency Agreements regarding the exercise of the underlying optional termination; and (ii) true and correct copies of those relevant provisions from the Fiscal Agency Agreements.

18. Attached as Exhibit 15 is (i) a summary chart identifying relevant provisions from the Fiscal Agency Agreements regarding the right to appoint a special servicer; and (ii) true and correct copies of those relevant provisions from the Fiscal Agency Agreements.

19. Attached as Exhibit 16 is (i) a summary chart identifying relevant provisions from the Indentures setting forth the so-called “no-action clauses”; and (ii) true and correct copies of those relevant provisions from the Indentures.

20. Attached as Exhibit 17 is (i) a summary chart identifying relevant provisions from the Pooling and Servicing Agreements for the Underlying Settlement Trusts setting forth the so-called “no-action clauses”; and (ii) true and correct copies of those relevant provisions from the Pooling and Servicing Agreements.



JOHN M. LUNDIN