

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. 657387/2017

IAS Part 60

Honorable Marcy S. Friedman

**AFFIRMATION IN SUPPORT OF RESPONDENTS  
PROPHET AND POETIC’S MEMORANDUM OF LAW IN OPPOSITION TO  
CHALLENGING RESPONDENTS’ MOTION TO LIMIT STANDING**

DONALD W. HAWTHORNE, as an attorney admitted to practice before the courts of  
the State of New York, affirms the following to be true under penalty of perjury:

1. I am a partner at the law firm Axinn, Veltrop and Harkrider LLP, and counsel to respondents Prophet Mortgage Opportunities LP (“Prophet”) and Poetic Holdings VI LLC, Poetic Holdings VII LLC and affiliates (“Poetic”) (collectively, “P&P”) in the above-captioned proceedings.
2. I submit this affirmation in support of P&P’s memorandum of law in opposition to Challenging Respondents’ Motion To Limit Standing.

3. Attached as Exhibit A hereto is a true and correct copy of a letter and notice from U.S. Bank, “RE: NOTICE DATED JANUARY 3, 2018,” that was posted to U.S. Bank’s investor website for the NIM trusts at issue on January 5, 2018.
4. Attached as Exhibit B hereto is a true and correct copy of a letter from U.S. Bank to counsel for HBK Master Fund LP, dated January 25, 2018.
5. Attached as Exhibit C hereto is a true and correct copy of a letter from U.S. Bank to P&P dated April 12, 2018.

Affirmed this 12th day of April, 2018.

/s/ Donald W. Hawthorne

Donald W. Hawthorne