

**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

Motion Sequence Nos. 008 and 009

IAS Part 60
Honorable Marcy S. Friedman

**[PROPOSED] ORDER GRANTING
MOTIONS TO FILE DOCUMENTS
UNDER SEAL**

WHEREAS, Axonic Capital LLC (“Axonic”) filed a motion seeking an order permitting Axonic (i) to file under seal exhibits A, C, D, G, H, and I annexed to the Affirmation of Neil S. Binder; and (ii) to file under seal unredacted versions of (a) Axonic’s Memorandum of Law in Opposition to the Challenging Respondents’ Joint Motion to Limit Standing to Certificateholders in the Settlement Trusts and (b) the Affidavit of Jamshed Engineer, dated April 11, 2018 (“Axonic’s Sealing Motion”) (Mot. Seq. No. 008, NYSCEF Doc. Nos. 343-45);

WHEREAS, Nover Ventures LLC (“Nover”) filed a motion seeking an order permitting Nover to file under seal: (i) an unredacted version of the Memorandum of Law in Opposition to Consolidated Memorandum of Law in Support of Joint Motion to Limit Standing to Certificateholders in the Settlement Trust; and (ii) an unredacted version of the affirmation of

David I. Schiefelbein, together with exhibits (“Nover’s Sealing Motion”) (Mot. Seq. No. 009, NYSCEF Doc. Nos. 346-48);

WHEREAS, a hearing was held before the Court on May 7, 2018 (the “Hearing”);

WHEREAS, after consideration of Axonic’s Sealing Motion, and Nover’s Sealing Motion (together the “Sealing Motions”), and the statements of counsel at the Hearing, good cause exists to grant the Sealing Motions to protect confidential information;

ACCORDINGLY, it is hereby:

ORDERED that the Sealing Motions are granted; and it is further

ORDERED that Axonic may file under seal: (i) Exhibits A, C, D, G, H, and I annexed to the Affirmation of Neil S. Binder (NYSCEF Doc. Nos. 332, 334, 335, 338, 339 and 340); (ii) an unredacted copy of Axonic’s Memorandum of Law in Opposition to the Challenging Respondents’ Joint Motion to Limit Standing to Certificateholders in the Settlement Trusts (NYSCEF Doc. No. 433); and (iii) an unredacted copy of the Affidavit of Jamshed Engineer, dated April 11, 2018 (NYSCEF Doc. No. 434)¹; and it is further

ORDERED that Nover may file under seal (i) an unredacted version of the Memorandum of Law in Opposition to Consolidated Memorandum of Law in Support of Joint Motion to Limit Standing to Certificateholders in the Settlement Trust (NYSECF Doc. No. 435); and (ii) an unredacted version of the affirmation of David I. Schiefelbein, together with exhibits (NYSECF Doc. No. 436)²; and it is further

¹ Redacted copies of the Axonic Opposition Brief and the Engineer Affidavit were publicly filed on the Court’s electronic docket as NYSCEF Doc Nos. 330 and 342, respectively.

² Redacted copies of the Nover Opposition Brief and the Schiefelbein Affirmation were publicly filed on the Court’s electronic docket as NYSCEF Doc Nos. 349 and 350, respectively.

ORDERED, that thereafter, or until further order of this Court, the County Clerk shall deny access to such sealed documents to anyone (other than the staff of the Court or the County Clerk); and it is further

ORDERED, that counsel shall not reference the contents of the sealed documents in any public filing or otherwise disclose such contents to anyone other than outside counsel of record in this action, and shall file any documents so referencing such information under seal pending further order of the Court; and it is further

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

Dated: New York, New York

_____, 2018

Hon. Marcy Friedman J.S.C.