

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

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
(Friedman, J.)

**STIPULATION AND
PROPOSED ORDER
REGARDING TRUSTEE
SUBSTITUTIONS**

WHEREAS, on August 7, 2018, the Court entered an Order in the above captioned action (the “Action”) dismissing HBK Master Fund, L.P. (“HBK”), Prophet Mortgage Opportunities LP (“Prophet”), Poetic Holdings VI LLC and Poetic Holdings VII LLC (together, “Poetic”), and Nover Ventures, (“Nover,” collectively with HBK, Prophet and Poetic, the “Challenged Respondents”) with respect to Settlement Trusts in which they did not hold certificates.

WHEREAS, the Court further ordered that the Trustees of any trusts in which the Challenged Respondents hold an interest may be substituted for the Challenged Respondents if agreement to do so was reached by July 3, 2018;

WHEREAS, on July 3, 2018, HBK advised the Court that it reached agreement with U.S. Bank National Association (“U.S. Bank”) on the terms of a Direction and Indemnity Agreement;

WHEREAS, on July 3, 2018, Poetic and Prophet advised the Court that they reached agreement with U.S. Bank on the terms of a Direction and Indemnity Agreement;

WHEREAS, on July 3, 2018, Nover advised the Court that it reached agreement with the Bank of New York Mellon Trust Company, N.A. (“BNYMTC”) on the terms of a Direction and Indemnity Agreement for one of the CDOs in which it is a bondholder;

WHEREAS, the parties to the Action have come to agreement on, and the Court approved, the terms of an Order effectuating substitution;

IT IS HEREBY STIPULATED AND AGREED, by and among the parties and the substituting parties, as follows:

1. U.S. Bank, solely in its capacity as Trustee of the NIM Trusts listed on Exhibit A hereto, shall substitute into the Action for HBK with respect to the corresponding Settlement Trusts listed on Exhibit A.
2. U.S. Bank, solely in its capacity as Trustee of the NIM Trusts listed on Exhibit B hereto, shall substitute into the Action for Poetic and Prophet with respect to the corresponding Settlement Trusts listed on Exhibit B.
3. BNYMTC, solely in its capacity as the Trustee of Duke Funding IX CDO, shall substitute into the Action for Nover with respect to the Settlement Trusts listed on Exhibit C.
4. The substitution of U.S. Bank and BNYMTC for the Challenged Respondents shall not impede, or otherwise preclude, the Challenged Respondents’ right to participate in the Action as a direct certificate holder in the Settlement Trust(s) listed on Exhibits A, B, or C hereto so long as such direct holdings were also disclosed in accordance with the Scheduling Order dated February 13, 2018 (Dkt. No. 194).

5. Such substitutions shall be deemed to be *nunc pro tunc* to the date on which the Challenged Respondents first sought to appear, so as to ensure there is no time gap in any previously filed appearance.
6. Counsel for the substituting parties shall promptly enter notices of appearance in this action.

The below-signed parties jointly and respectfully request that the Court so-order this Stipulation and Proposed Order Regarding Trustee Substitutions.

Dated: August 31, 2018
New York, New York

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SO ORDERED:

Hon. Marcy S. Friedman, J.S.C.

EXHIBIT A
HBK Master Fund L.P. Trusts

| <u>NIM Trust</u> | <u>Settlement Trust</u> |
|------------------------------|--------------------------------|
| BSABS AQ2 NIM Trust 2005-2 | BSABS 2005-AQ2 |
| BSABS EC1 NIM Trust 2005-1 | BSABS 2005-EC1 |
| BSABS FR1 NIM Trust 2005-1 | BSABS 2005-FR1 |
| BSABS HE2 NIM Trust 2005-2 | BSABS 2005-HE2 |
| BSABS HE4 NIM Trust 2005-4 | BSABS 2005-HE4 |
| BSABS HE11 NIM Trust 2005-11 | BSABS 2005-HE11 |
| BSABS EC1 NIM Trust 2006-1 | BSABS 2006-EC1 |
| BSABS EC2 NIM Trust 2006-2 | BSABS 2006-EC2 |
| BSABS HE1 NIM Trust 2006-1 | BSABS 2006-HE1 |
| BSSP NIM Trust 2006-16 | BSABS 2006-HE3 |
| BSSP NIM Trust 2006-18 | BSABS 2006-HE5 |
| BSSP NIM Trust 2006-19 | BSABS 2006-HE6 |
| BSSP NIM Trust 2006-21 | BSABS 2006-HE7 |
| BSSP NIM Trust 2006-23 | BSABS 2006-HE8 |
| BSSP NIM Trust 2007-N1 | BSABS 2006-HE10 |
| BSABS PC1 NIM Trust 2006-1 | BSABS 2006-PC1 |
| BSSP NIM Trust 2007-N3 | BSABS 2006-FS1 |
| BSSP NIM Trust 2007-N3 | BSABS 2007-HE2 |
| BSSP NIM Trust 2007-N2 | BSABS 2007-HE1 |
| BSSP NIM Trust 2007-N4 | BSABS 2007-HE3 |
| BSSP NIM Trust 2007-N6 | BSABS 2007-HE5 |

EXHIBIT B

**Prophet Mortgage Opportunities LP, Poetic Holdings VI LLC
and Poetic Holdings VII LLC Trusts**

| NIM Trusts | Settlement Trusts |
|-------------------|--------------------------|
| BSNIM 2005-EC1 | BSABS 2005-EC1 |
| BSNIM 2005-HE3N | BSABS 2005-HE3 |
| BSNIM 2005-HE6N | BSABS 2005-HE6 |
| BSNIM 2006-HE1 | BSABS 2006-HE1 |
| BSSP 2005-29N | SACO 2005-WM3 |
| BSSP 2005-32N | SACO 2005-9 |
| BSSP 2006-3 | SACO 2005-10 |

EXHIBIT C
Nover Ventures LLC Trusts

| <u>Settlement Trusts</u> |
|---------------------------------|
| BALTA 2005-1 |
| BALTA 2005-2 |
| BALTA 2005-3 |
| BALTA 2005-4 |
| BSABS 2005-AC3 |
| BSABS 2005-AC4 |
| BSABS 2005-AC5 |
| BSABS 2005-AC6 |
| BSABS 2005-AQ1 |
| BSABS 2005-FR1 |
| BSABS 2005-HE6 |
| BSABS 2006-AC1 |
| BSABS 2006-HE8 |
| BSABS 2007-HE7 |
| BSARM 2005-1 |
| BSARM 2005-4 |
| SACO 2005-GP1 |