

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.

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Original E-filed as  
Document # 500

Index No. 657387/2017  
(Friedman, J.)

STIPULATION AND  
~~PROPOSED ORDER~~  
REGARDING TRUSTEE  
SUBSTITUTIONS

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PART 60  
NYS SUPREME COURT - CIVIL

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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Matter of wells Fargo Index No 657387/2017  
 Stipulation and Order Regarding Trustee Substitution

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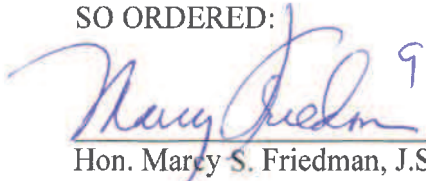
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SO ORDERED:

 9-13-18  
 Hon. Marcy S. Friedman, J.S.C.



**EXHIBIT A**  
**HBK Master Fund L.P. Trusts**

<b>NIM Trust</b>	<b>Settlement Trust</b>
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**

<b>NIM Trusts</b>	<b>Settlement Trusts</b>
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**

<b><u>Settlement Trusts</u></b>
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