

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

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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,

Index No. 657387/2017

Hon. Marcy S. Friedman

AFFIRMATION OF PETER W. TOMLINSON IN SUPPORT OF THE OPENING MERITS BRIEF OF OLIFANT FUND, LTD., FFI FUND LTD. AND FYI LTD.

For Judicial Instructions under CPLR Article 77 on the Administration and Distribution of a Settlement Payment,

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Peter W. Tomlinson affirms pursuant to C.P.L.R. § 2016 that the following is true:

1. I am an attorney in good standing with the bar of this Court. I am a partner at Patterson Belknap Webb & Tyler LLP, counsel for Olifant Fund, Ltd., FFI Fund Ltd., and FYI Ltd. (the "Olifant Funds") in this action. I submit this Affirmation in support of the Opening Merits Brief of the Olifant Funds.

2. Attached hereto as Exhibit 1 is a true and correct copy of relevant excerpts from the Pooling and Servicing Agreement for SACO I Trust 2005-WM3 dated as of October 1, 2005.

3. Attached hereto as Exhibit 2 is a true and correct copy of the Petition filed in *In the matter of the MASTR Adjustable Rate Mortgages Trust 2007-3*, No. 62-TR-CV-18-47 (Minn. Dist. Ct., Ramsey Cnty.) (Sept. 11, 2018).
4. Attached hereto as Exhibit 3 is a true and correct copy of the Petition filed in *In the matter of the MASTR Adjustable Rate Mortgages Trust 2007-1*, No. 62-TR-CV-18-46 (Minn. Dist. Ct., Ramsey Cnty.) (Sept. 11, 2018).
5. Attached hereto as Exhibit 4 is a true and correct copy of the Petition filed in *In the matter of the MASTR Adjustable Rate Mortgages Trust 2006-OA2*, No. 62-TR-CV-18-48 (Minn. Dist. Ct., Ramsey Cnty.) (Sept. 11, 2018).
6. Attached hereto as Exhibit 5 is a true and correct copy of the Petition filed in *In re Bear Stearns Mortgage Funding Trust 2006-SL1*, No. 62-TR-CV-16-35 (Minn. Dist. Ct., Ramsey Cnty.) (Sept. 9, 2016).
7. Attached hereto as Exhibit 6 is a true and correct copy of the October 13, 2016 Order in *In re Bear Stearns Mortgage Funding Trust 2006-SL1*, No. 62-TR-CV-16-35 (Minn. Dist. Ct., Ramsey Cnty.).
8. Attached hereto as Exhibit 7 is a true and correct copy of the Petition filed in *In re SACO I Trust 2006-3*, No. 62-TR-CV-16-56 (Minn. Dist. Ct., Ramsey Cnty.) (Dec. 9, 2016).
9. Attached hereto as Exhibit 8 is a true and correct copy of the May 22, 2017 Order in *In re SACO I Trust 2006-3*, No. 62-TR-CV-16-56 (Minn. Dist. Ct., Ramsey Cnty.).
10. Attached hereto as Exhibit 9 is a true and correct copy of the Petition filed in *In re The trusteeship created by Bear Stearns Asset Backed Securities I LLC relating to the issuance of certificates by SACO I Trust 2006-6 pursuant to a Pooling and Servicing Agreement dated as of May 1, 2006*, No. 62-TR-CV-16-60 (Minn. Dist. Ct., Ramsey Cnty.) (Dec. 16, 2016).

11. Attached hereto as Exhibit 10 is a true and correct copy of the June 6, 2017 Order in *In re The trusteeship created by Bear Stearns Asset Backed Securities I LLC relating to the issuance of certificates by SACO I Trust 2006-6 pursuant to a Pooling and Servicing Agreement dated as of May 1, 2006*, No. 62-TR-CV-16-60 (Minn. Dist. Ct., Ramsey Cnty.).

12. Attached hereto as Exhibit 11 is a true and correct copy of the Petition filed in *In re The trusteeship created by Bear Stearns Asset Backed Securities I LLC relating to the issuance of certificates by SACO I Trust 2006-5 pursuant to a Pooling and Servicing Agreement dated as of April 1, 2006*, No. 62-TR-CV-16-59 (Minn. Dist. Ct., Ramsey Cnty.) (Dec. 16, 2016).

13. Attached hereto as Exhibit 12 is a true and correct copy of the January 25, 2017 Order in *In re The trusteeship created by Bear Stearns Asset Backed Securities I LLC relating to the issuance of certificates by SACO I Trust 2006-5 pursuant to a Pooling and Servicing Agreement dated as of April 1, 2006*, No. 62-TR-CV-16-59 (Minn. Dist. Ct., Ramsey Cnty.).

14. Attached hereto as Exhibit 13 is a true and correct copy of the Petition filed in *In re The trusteeship created by Bear Stearns Asset Backed Securities I LLC relating to the issuance of certificates by SACO I Trust 2007-2 pursuant to a Pooling and Servicing Agreement dated as of February 1, 2007*, No. 62-TR-CV-16-61 (Minn. Dist. Ct., Ramsey Cnty.) (Dec. 16, 2016).

15. Attached hereto as Exhibit 14 is a true and correct copy of the March 15, 2017 Order in *In re The trusteeship created by Bear Stearns Asset Backed Securities I LLC relating to the issuance of certificates by SACO I Trust 2007-2 pursuant to a Pooling and Servicing Agreement dated as of February 1, 2007*, No. 62-TR-CV-16-61 (Minn. Dist. Ct., Ramsey Cnty.).

16. Attached hereto as Exhibit 15 is a true and correct copy of the Settlement Agreement between The Bank of New York Mellon and Bank of America Corporation, BAC Home Loans Servicing, LP, Countrywide Financial Corporation, and Countrywide Home Loans dated June 28, 2011.

17. Attached hereto as Exhibit 16 is a true and correct copy of the U.S. Bank SACO I Trust Mortgage-Backed Certificates Series 2005-WM3 Monthly Report for Distribution dated Aug. 27, 2018.

I affirm under penalty of perjury that the foregoing is true and correct.

New York, New York  
Date: September 14, 2018

/s/ Peter W. Tomlinson

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