

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' MEMORANDUM OF LAW ON
THE APPLICATION OF THE RETIRED CLASS PROVISION**

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") in the above-captioned
proceedings.
2. I submit this affirmation in support of the memorandum of law on the application of the
retired class provision filed by respondents Poetic and Prophet, and U.S. Bank National
Association, in its capacity as NIM Indenture Trustee at the direction of Poetic, Prophet,
and HBK Master Fund LP.

3. Attached as Exhibit 1 hereto is a true and correct copy of excerpts of the BSABS 2005-HE3 PSA's "Definitions" section.
4. Attached as Exhibit 2 hereto is a true and correct copy of the BSABS 2005-HE3 PSA's Section 5.04, "Distributions."
5. Attached as Exhibit 3 hereto is a true and correct copy of the BSABS 2005-HE3 PSA's Section 5.05, "Allocation Of Realized Losses"

Affirmed this 14th day of September, 2018.

/s/ Donald W. Hawthorne

Donald W. Hawthorne