

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 ORDER OF PAYMENTS**

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 and  
Prophet

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