

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

Honorable Marcy S. Friedman
Part 60

Motion Seq. 1

**AFFIRMATION OF GAYLE R.
KLEIN**

I, Gayle R. Klein, 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 principal with the law firm McKool Smith, P.C., counsel to respondent Nover Ventures, LLC (“Nover”) and special litigation counsel to The Bank of New York Mellon Trust Company, N.A., solely in its capacity as Indenture Trustee under the Duke IX Indenture and acting pursuant to direction (the “Duke IX Trustee”), in the above-captioned proceeding. I submit this affirmation in support of Nover’s and the Duke IX Trustee’s Joint Merits Submission.

2. Attached hereto as Exhibit A is a true and correct list of Settlement Trusts in which Nover and the Duke IX Trustee, solely in its capacity as Trustee under the Duke IX Indenture, are interested pursuant to the requirements set forth in the Court’s August 7, 2018 Decision/Order on the right to appear herein. Nover has appealed such Decision/Order and

asserts that it has the right to appear on additional trusts, as set forth in the parties' prior filings.

Nover reserves the right to submit additional evidence and briefing relating thereto.

3. Attached hereto as Exhibit B is a true and correct copy of the BALTA 2006-2 Amended and Restated Pooling and Servicing Agreement, dated as of October 6, 2006.

4. Attached hereto as Exhibit C is a true and correct copy of the BALTA 2006-3 Amended and Restated Pooling and Servicing Agreement, dated as of October 6, 2006.

5. Attached hereto as Exhibit D is a true and correct copy of the BALTA 2006-4 Amended and Restated Pooling and Servicing Agreement, dated as of October 6, 2006.

6. Attached hereto as Exhibit E is a true and correct copy of the BALTA 2006-2 Prospectus Supplement, dated March 28, 2006.

7. Attached hereto as Exhibit F is a true and correct copy of the BSABS 2005-AC7 Pooling and Servicing Agreement, dated as of September 1, 2005.

8. Attached hereto as Exhibit G is a true and correct copy of the BSABS 2005-AC7 Prospectus Supplement, dated September 28, 2005.

DATED: September 14, 2018
New York, New York

Respectfully submitted,

MCKOOL SMITH, P.C.

By: /s/ Gayle R. Klein
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*Attorneys for The Bank of New York Mellon
Trust Company, National Association as
Indenture Trustee under the Duke IX Indenture*