

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 RESPONSIVE 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 Responsive Merits Brief of the Olifant Funds.

2. Attached hereto as Exhibit 1 is a true and correct copy of the September 11, 2017 Order entered in In re Loan Group I of the Bear Stearns Mortgage Funding Trust 2007-1 and Bear Stearns Asset Backed Securities I Trust 2007-AQ2, No. 27-TR-CV-17-29 (Minn. Dist. Hennepin Cnty.).

3. Attached hereto as Exhibit 2 is a true and correct copy of the May 30, 2017 Order entered in *In re The trusteeship created by Bear Stearns Asset Backed Securities I LLC relating to the issuance of certificates by SACO I Trust 2007-1 pursuant to a Pooling and Servicing Agreement dated as of December 1, 2006*, No. 27-TR-CV-15-308 (Minn. Dist. Hennepin Cnty.).

4. Attached hereto as Exhibit 3 is a true and correct copy of the May 30, 2017 Order entered in *In re The trusteeship created by Bear Stearns Asset Backed Securities I LLC relating to the issuance of certificates by SACO I Trust 2006-7 pursuant to a Pooling and Servicing Agreement dated as of June 1, 2006*, No. 27-TR-CV-15-309 (Minn. Dist. Hennepin Cnty.).

5. Attached hereto as Exhibit 4 is a true and correct copy of the October 2, 2014 First Amended Petition filed in *In the matter of the application of U.S. Bank Nat'l Ass'n., et al.*, No. 652382/2014 (N.Y. Sup. Ct., N.Y. Cnty.) (NYSCEF No. 57).

6. Attached hereto as Exhibit 5 is a true and correct copy of the October 2, 2014 Notice filed in *In the matter of the application of U.S. Bank Nat'l Ass'n., et al.*, No. 652382/2014 (N.Y. Sup. Ct., N.Y. Cnty.) (NYSCEF No. 64).

7. Attached hereto as Exhibit 6 is a true and correct copy of the June 29, 2011 Verified Petition filed in *In the Matter of the Application of The Bank of New York Mellon*, No. 651786/2011 (N.Y. Sup. Ct. N.Y. Cnty.) (NYSCEF No. 1).

8. Attached hereto as Exhibit 7 is a true and correct copy of the February 5, 2016 Verified Petition filed in *In the Matter of the Application of The Bank of New York Mellon*, No. 150973/2016 (N.Y. Sup. Ct. N.Y. Cnty.) (NYSCEF No. 1).

9. Attached hereto as Exhibit 8 is a true and correct copy of the September 6, 2018 Order to Show Cause filed in *In the matter of the application of Deutsche Bank Nat'l Trust Co., solely in its capacity as trustee of the Harborview Mortgage Loan Trust Mortgage Loan Pass-*

Through Certificates, Series 2006-9, No. 654208/2018 (N.Y. Sup. Ct., N.Y. Cnty.) (NYSCEF No. 25).

10. Attached hereto as Exhibit 9 is a true and correct copy of the August 24, 2018 Order filed in the Lehman Article 77, *In the Matter of the Application of U.S. Bank Nat'l Ass'n. et al.*, No. 651625/2018 (N.Y. Sup. Ct. N.Y. Cnty.) (NYSCEF No. 131).

11. Attached hereto as Exhibit 10 is a true and correct copy of the January 19, 2016 Respondents' Pre-Trial Memorandum filed in *In the matter of the application of U.S. Bank Nat'l Ass'n., et al.*, No. 652382/2014 (N.Y. Sup. Ct., N.Y. Cnty.) (NYSCEF No. 576).

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

New York, New York
Date: September 28, 2018

/s/ Peter W. Tomlinson

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