

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’ REPLY 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 reply 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 JPMAC 2005-FLD1 PSA.
4. Attached as Exhibit 2 hereto is a true and correct copy of excerpts of the RAMP 2005-EFC4 PSA.
5. Attached as Exhibit 3 hereto is a true and correct copy of excerpts of the RASC 2006-KS8 PSA.
6. Attached as Exhibit 4 hereto is a true and correct copy of certain remittance reports for RASC 2006-KS8.
7. Attached as Exhibit 5 hereto is a true and correct copy of excerpts of the BSMF 2007-SL2 PSA.
8. Attached as Exhibit 6 hereto is a true and correct copy of certain remittance reports for BSMF 2007-SL2.
9. Attached as Exhibit 7 is a true and correct copy of the BSABS 2005-HE3 PSA's Section 10.02.
10. Attached as Exhibit 8 is a true and correct copy of excerpts from the BSABS 2005-HE3 PSA's "Definitions" section.

Affirmed this 28th day of September, 2018.

/s/ Donald W. Hawthorne

Donald W. Hawthorne