

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

Hon. Marcy S. Friedman

AFFIDAVIT OF SANDEEP BHARATWAJ IN SUPPORT OF ANSWER OF RESPONDENT D. E. SHAW REFRACTION PORTFOLIOS, L.L.C. TO THE PETITION

SANDEEP BHARATWAJ, being duly sworn, states:

1. I am employed in the asset-backed securities group of D. E. Shaw & Co. L.P., which controls, and is sole owner of, the investment advisor to Respondent D. E. Shaw Refraction Portfolios, L.L.C. (“DESRP”), and am personally familiar with the facts set forth herein.

2. DESRP own certificates of four of the Settlement Trusts¹ affected by the issues raised by Petitioners in this proceeding. They are identified below, along with the class DESRP owns and the Exhibits to the Petition on which they appear:

SACO 2005-9 (M1) (Exhibits D and G);
GPMF 2005-AR2 (A2) (Exhibits D and E);

¹ Capitalized terms not otherwise defined in this Affidavit are used with the same meanings as defined in the Petition.

SAMI 2006-AR7 (A2A) (Exhibits D and F); and
SAMI 2007-AR1 (1A2) (Exhibits D and F).

3. Copies of the relevant portions of the PSAs for these four

Settlement Trusts are annexed hereto as follows:

- Exhibit 1 - SACO 2005-9
- Exhibit 2 - GPMF 2005-AR2
- Exhibit 3 - SAMI 2006-AR7
- Exhibit 4 - SAMI 2007-AR1

4. Copies of the relevant portions of the Prospectus Supplement for
the GPMF 2005-AR2 Settlement Trust are annexed hereto as Exhibit 5.

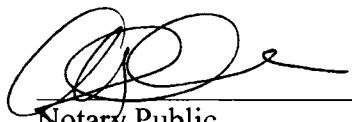
5. A copy of a remittance report showing that the senior certificates
of the GPMF 2005-AR2 Settlement Trust have previously been written up by the Trustee
for Subsequent Recoveries is annexed hereto as Exhibit 6.



SANDEEP BHARATWAJ

Sworn to before me this

29 day of January, 2018



Notary Public
Ashleigh Orlando

ASHLEIGH DANIELLE ORLANDO
 NOTARY PUBLIC-STATE OF NEW YORK
 No. 01OR6322381
 Qualified in New York County
 My Commission Expires April 06, 2019