

At IAS Part 60 of the Supreme Court of the State of New York, held in and for the County of New York, at the Courthouse located at 60 Centre Street, New York, New York on the 13<sup>th</sup> day of December 2018

SUPREME COURT OF THE STATE OF NEW YORK  
COUNTY OF NEW YORK

In the matter of the application of  
U.S. BANK NATIONAL ASSOCIATION, WELLS  
FARGO BANK, NATIONAL ASSOCIATION,  
WILMINGTON TRUST, NATIONAL ASSOCIATION,  
WILMINGTON TRUST COMPANY, and CITIBANK,  
N.A. (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. 651625/2018

Friedman, J.

*CONSENT*  
~~PROPOSED~~ PARTIAL  
SEVERANCE ORDER  
AND PARTIAL FINAL  
JUDGMENT  
*(9 Trusts)*

WHEREAS, the Petitioners identified in the above case caption commenced this proceeding under CPLR Article 77 by filing a petition (the "Petition") seeking judicial instructions concerning the administration and distribution of settlement payments (the "Settlement Payments") for residential mortgage-backed securities trusts identified in Exhibit A to the Petition (the "Subject Settlement Trusts") under a Covered Loan Settlement Agreement dated as of November 30, 2016 and modified as of March 17, 2017 and a Transferor Loan Settlement Agreement dated September 5, 2017 and executed and accepted on October 13, 2017 (together with the Covered Loan Settlement Agreement, the "Settlement Agreements"); and

WHEREAS, pursuant to the Settlement Agreements the Settlement Payments are to be apportioned among the Settlement Trusts, including the individual loan groups therein and classes

of principal only certificates therein, based on “Allocable Shares” calculated in an expert report as indicated in Exhibit F to the Petition<sup>1</sup>; and

WHEREAS, by Order to Show Cause dated April 20, 2018 (the “Order to Show Cause”) and Interim Order dated May 30, 2018 (collectively, the “Escrow Orders”), the Court authorized and directed the Petitioners to place the Allocable Shares for the Settlement Trusts in escrow; and

WHEREAS, the Court has been advised that the escrow provisions of the Escrow Orders have been complied with and that the Allocable Shares for the Settlement Trusts, plus any investment earnings thereon, are currently invested as directed in the Escrow Orders; and

WHEREAS, under the Order to Show Cause, the Court directed the Petitioners to provide notice of this proceeding pursuant to the notice program described in the Order to Show Cause (the “Notice Program”), and the Court found that the Notice Program was the best notice practicable, was reasonably calculated to put interested persons on notice of the proceeding, and constituted due and sufficient notice of the proceeding in satisfaction of federal and state due process requirements and other applicable laws; and

WHEREAS, the Order to Show Cause directed that interested persons respond to the Petition on or before May 30, 2018, and only one or more of Olifant Fund, Ltd., FFI Fund Ltd. and FYI Ltd. (together, the “Olifant Funds”); American General Life Insurance Company, American Home Assurance Company, American International Reinsurance Company, Ltd., Lexington Insurance Company, National Union Fire Insurance Company of Pittsburgh, Pa., The United States Life Insurance Company in the City of New York, and The Variable Annuity Life Insurance Company (together, “AIG”); Poetic Holdings VII LLC (“Poetic”); Nover Ventures LLC (“Nover”); and AEGON USA Investment Management, LLC, BlackRock Financial Management,

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<sup>1</sup> The term “loan group” as used herein refers to any loan group, loan subgroup, loan pool, loan subpool, or any other applicable grouping, pooling, or other assemblage of loans.

Inc., Cascade Investment, LLC, the Federal Home Loan Bank of Atlanta, Goldman Sachs Asset Management L.P., Voya Investment Management LLC, Invesco Advisers, Inc., Kore Advisors, L.P., Metropolitan Life Insurance Company, Pacific Investment Management Company LLC, The TCW Group, Inc., Thrivent Financial for Lutherans, and Western Asset Management Company (each for themselves and, to the extent applicable, as investment managers of funds and accounts, and collectively, the "Institutional Investors" and together with the Olifant Funds, AIG, Poetic, and Nover, the "Interested Parties") have asserted an interest in the Subject Settlement Trusts identified in Exhibit A hereto (the "Undisputed Trusts"); and

WHEREAS the Undisputed Trusts are governed by Trust Agreements; and

WHEREAS the Interested Parties agree and consent to this Partial Severance Order and Partial Final Judgment (the "Order"), which resolves the issues for which judicial instruction was sought concerning the administration and distribution of the Allocable Shares for the Undisputed Trusts (the "Subject Allocable Shares"); and

WHEREAS, as identified in Exhibit A hereto, U.S. Bank National Association ("U.S. Bank"), Wilmington Trust National Association, and Wilmington Trust Company (together, "Wilmington Trust") are the trustees, successor trustees, and/or indenture trustees for the Undisputed Trusts (in such capacities, the "Subject Trustees") and U.S. Bank, Wells Fargo Bank, National Association ("Wells Fargo"), and Citibank, N.A. are the securities administrators, paying agents, and/or calculation agents for the Undisputed Trusts (in such capacities, the "Subject Payment Administrators" and together with the Subject Trustees the "Subject Petitioners"); and

WHEREAS, as used herein, the term "Judgment Entry Date" means the date on which the Clerk's docketing of this Order first appears publicly on the New York State Court Electronic

Filing System, without regard to when the Court actually signs or the Clerk actually enters this Order; and

WHEREAS, as used herein, the term "Transfer Month" means the first calendar month occurring after the Judgment Entry Date; and

WHEREAS, as used herein, the term "Transfer Target Date" means the fifteenth day of the Transfer Month; and

WHEREAS, as used herein, the term "AS Distribution Date" means the Distribution Date (as that term is defined in the applicable Governing Agreements) for each of the Undisputed Trusts occurring in the Transfer Month; and

WHEREAS, all capitalized terms used and not otherwise defined herein shall have the meanings ascribed to such terms in the Petition and the Trust Agreements; and

WHEREAS, the term "Overcollateralization Amount Calculation" is used herein to refer to the terms in the applicable Governing Agreements prescribing that the "overcollateralization amount" is equal to the excess of the aggregate balances of the mortgage loans held by the Undisputed Trust over the aggregate certificate principal balances of certain designated classes of certificates and the term "Undercollateralization Amount Calculation" is used herein to refer to the terms in the applicable Governing Agreements prescribing that the "undercollateralization amount" is equal to the excess of the aggregate certificate principal balances of certain designated classes of certificates over the aggregate balances of the mortgage loans held by the Undisputed Trust, in each case as more fully defined and described in the applicable Governing Agreements; and

NOW, THEREFORE, on the motion of Patterson Belknap Webb & Tyler LLP, attorneys for the Olifant Funds, Quinn Emanuel Urquhart & Sullivan, LLP, attorneys for AIG, Kasowitz

Benson Torres LLP, attorneys for Poetic, McKool Smith, P.C., attorneys for Nover, and Warner Partners, P.C. and Gibbs & Bruns LLP, attorneys for the Institutional Investors, it is hereby

ORDERED, ADJUDGED and DECREED that, on or before the Transfer Target Date, the Subject Trustees (each with respect to the Undisputed Trusts for which each act as trustee) are to (i) cause escrowed assets to be liquidated to cash with a value equal to the Settlement Payment for each Undisputed Trust (the "Subject Allocable Shares") plus any investments earnings thereon, and (ii) cause the Subject Allocable Shares and investment earnings thereon to be deposited in the respective distribution accounts of the Undisputed Trusts. From the time of the aforementioned deposit, the amount so deposited shall be deemed the Subject Allocable Shares for the Undisputed Trusts for all purposes under the Settlement Agreements and this Order; and it is further

ORDERED, ADJUDGED and DECREED that sums representing investment earnings accrued on the Subject Allocable Shares not received at the time escrowed assets are liquidated to cash pursuant to the immediately preceding paragraph ("Trailing Interest") shall (i) for Undisputed Trusts where the Subject Trustee and Subject Payment Administrator are the same party, be distributed on the later of the AS Distribution Date or the Distribution Date for the month following the month such Trailing Interest is received by the Subject Trustee or (ii) for Undisputed Trusts where the Subject Trustee and Subject Payment Administrator are different parties, be distributed on the later of the AS Distribution Date or the Distribution Date for the month following the month such Trailing Interest is transferred from the Subject Trustee to the Subject Payment Administrator (which transfer shall take place within five days after the Subject Trustee receives such Trailing Interest). Any Trailing Interest shall be deemed a Subject Allocable Share for the Undisputed Trust on whose Allocable Share such Trailing Interest was accrued, and any Trailing Interest shall be

administered and distributed as a Subject Allocable Share subject to the terms of the Settlement Agreements and this Order; and

ORDERED, ADJUDGED and DECREED that the Subject Payment Administrators shall distribute the Subject Allocable Shares to certificateholders of the Undisputed Trusts on the AS Distribution Date; and it is further

ORDERED, ADJUDGED and DECREED that in administrating and distributing the Subject Allocable Shares for each Undisputed Trust, the Subject Payment Administrators (i) shall first distribute the Subject Allocable Shares to certificateholders based on certificate principal balances that have not been adjusted by the Settlement Payment Write-Up, and, after such distribution, (ii) shall then increase the applicable certificate principal balances in the amount of the Settlement Payment Write-Up; and it is further

ORDERED, ADJUDGED and DECREED that in administering and distributing the Subject Allocable Shares for each Undisputed Trust, the Subject Payment Administrators shall ignore both the distribution of the Subject Allocable Shares and the accompanying Settlement Payment Write-Up when performing the Overcollateralization Amount Calculation or the Undercollateralization Amount Calculation and, further, for the avoidance of doubt, with respect to the Distribution Date on which the Subject Allocable Shares are distributed, the instructions in this paragraph are intended to and shall prevent the Undisputed Trusts from being overcollateralized or undercollateralized solely as a result of the receipt, administration, and/or distribution of the Subject Allocable Shares (but shall not impact whether the Undisputed Trusts are overcollateralized or undercollateralized on such Distribution Date as result of anything unrelated to the receipt, administration, and or distribution of the Subject Allocable Shares); and it is further

ORDERED, ADJUDGED and DECREED that any aspects of the administration and distribution of the Subject Allocable Shares not expressly addressed in this Order shall be performed as provided for in the Governing Agreements and the Settlement Agreements; and it is further

ORDERED, ADJUDGED and DECREED that this Order is not applicable to, and shall be without prejudice to and shall have no precedential effect on, (i) any argument of any party concerning the distribution of the Settlement Payments for Subject Settlement Trusts other than the Undisputed Trusts; (ii) the Subject Settlement Trusts for which no parties have appeared in this proceeding or any trust, indenture, or other securitization other than the Undisputed Trusts, or (iii) any applications to certificate balances (*e.g.*, write-ups) or distributions of payments or funds, or the timing thereof, other than the Subject Allocable Shares; and it is further

ORDERED, ADJUDGED and DECREED that this Order shall not preclude any argument of any party concerning whether the Petition should be dismissed with respect to the Subject Settlement Trusts other than the Undisputed Trusts; and it is further

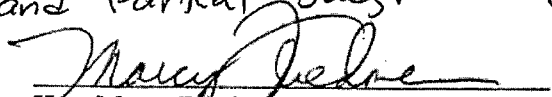
ORDERED, ADJUDGED and DECREED that certificateholders, noteholders, and any other parties claiming rights or interests in any of the Undisputed Trusts are barred from asserting claims against any Petitioner with respect to any conduct taken to implement and comply with the terms of this Order and with respect to such Petitioner's administration and distribution of the Settlement Payments with respect to such Undisputed Trust, so long as such conduct is performed in accordance with the terms of this Order; and it is further

ORDERED that the Clerk of New York County be, and hereby is, directed to enter this Order forthwith and without delay.

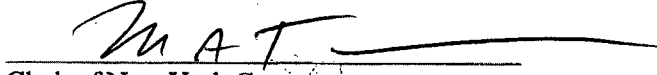
Dated: New York, New York  
*December 13*, 2018

Matter of US Bank NA Index No 651625/2018  
CONSENT Severance Order and Partial Judgment (9 Trusts)

Dated:

  
Hon. Marcy Friedman, J.S.C.

Judgment signed and entered this 17<sup>th</sup> day of December, 2018.

  
Clerk of New York County

**FILED**

DEC 17 2018

COUNTY CLERK'S OFFICE  
NEW YORK



**EXHIBIT A**

<b>Trust</b>	<b>Payment Admin.</b>	<b>Trustee</b>
LXS 2005-2	U.S. Bank	U.S. Bank
LXS 2005-3	Citibank	Wilmington Trust
LXS 2006-5	Citibank	Wilmington Trust
LXS 2007-1	U.S. Bank	U.S. Bank
LXS 2007-3	U.S. Bank	U.S. Bank
SAIL 2006-BNC3	Wells Fargo	U.S. Bank
SASCO 2004-S3	Wells Fargo	U.S. Bank
SASC 2005-2XS	Citibank	Wilmington Trust
SASCO 2005-SC1	U.S. Bank	U.S. Bank

651625/18

Judgment

**FILED**

DEC 17 2018

AT 3:30 PM  
N.Y., CO. CLK'S OFFICE