

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.

**AFFIRMATION OF PETER W. TOMLINSON IN SUPPORT OF OLIFANT FUNDS’
MOTION TO FILE UNDER SEAL CERTAIN PORTIONS OF DOCUMENTS IN
CONNECTION WITH MOTION TO AMEND RESPONSE TO PETITION**

PETER W. TOMLINSON, an attorney duly admitted to practice law before the courts of
the state of New York, affirms the following under penalty of perjury:

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 Olifant
Funds’ motion for an order permitting them to file under seal an unredacted version of their
Memorandum of Law in Support of Motion to Amend Response to Petition.

2. As set forth in the Olifant Funds’ Amended Response to the Petition, the Olifant
Funds hold a significant majority of the outstanding certificates issued by the SASC 2006-S2
trust (the “SASC 2006-S2 Trust”). No other party has appeared with respect to the SASC 2006-
S2 Trust.

3. The Olifant Funds' Memorandum of Law in Support of Motion to Amend Response to Petition includes a one-line passage containing more precise information concerning the Olifant Funds' holdings with respect to the SASC 2006-S2 Trust. This information is proprietary and competitively sensitive. Accordingly, the Olifant Funds request that the relevant portion of their Memorandum of Law in Support of Motion to Amend Response to Petition be filed under seal.

4. A trial court may seal court records upon a showing of good cause by the moving party. *See* 22 N.Y.C.R.R. § 216.1(a). Proprietary financial information meets this standard when "disclosure could harm the private corporation's competitive standing." *Mancheski v. Gabelli Grp. Capital Partners*, 39 A.D.3d 499, 502 (2d Dep't 2007). Moreover, "[s]ealing a court file may be appropriate to preserve the confidentiality of materials which involve the internal finances of a party and are of minimal public interest." *D'Amour v. Ohrenstein & Brown*, 17 Misc. 3d 1130(A), 851 N.Y.S.2d 68, 68 (N.Y. Sup. Ct. Aug. 13, 2007) (citing *Dawson v. White & Case*, 184 A.D.2d 246, 247 (1st Dep't 1992)); *see also JetBlue Airways Corp. v. Stephenson*, 31 Misc. 3d 1241(A), 932 N.Y.S.2d 761, 761 (N.Y. Sup. Ct. Nov. 22, 2010) (holding that good cause existed to seal exhibits containing "sensitive proprietary and business information" where "[t]he parties ha[d] an interest in protecting these documents and there [wa]s no countervailing public interest that would be furthered by their disclosure"), *aff'd on other grounds*, 88 A.D.3d 567 (1st Dep't 2011).

5. The public has no interest in the disclosure of the Olifant Funds' precise holdings with respect to the SASC 2006-S2 Trust, and the disclosure of this information would reveal proprietary financial information concerning the Olifant Funds' investment positions and

strategy. Thus, good cause exists to permit the Olifant Funds to file under seal an unredacted version of their Memorandum of Law in Support of Motion to Amend Response to Petition.

6. Contemporaneously herewith and under separate cover, the Olifant Funds have provided the Court for *in camera* review a copy of their Memorandum of Law in Support of Motion to Amend Response to Petition in non-redacted form and have highlighted the proposed one-line redaction.

7. I have conferred with counsel for Wilmington Trust, National Association, the Trustee for the SASC 2006-S2 Trust (the “Subject Trustee”), and Citibank, N.A., the Payment for the SASC 2006-S2 Trust (the “Subject Payment Administrator”). The Subject Trustee and the Subject Payment Administrator have no objection to the Olifant Funds’ sealing motion.

8. Accordingly, I respectfully request that the Court issue an order permitting the filing of these papers under seal substantially in the form of the proposed order attached hereto as Exhibit A.

Affirmed under penalty of perjury
this 31 day of January, 2020

/s/ Peter W. Tomlinson

Peter W. Tomlinson