

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 19th day of April, 2023

PRESENT: Hon. Melissa Crane, Justice.

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

ORDER TO SHOW CAUSE

Motion Sequence 009

Upon the annexed Affirmation of Jarman D. Russell, sworn to on April 18, 2023 (the "Russell Affirmation"), counsel for Citibank, N.A., and upon the pleadings and proceeding heretofore had herein;

LET all parties, or their attorneys, show cause before the Hon. Melissa A. Crane at ^{Via Microsoft} ~~IAS~~ Teams ~~Part 60, Room 647, of the Supreme Court of the State of New York for the County of New York, at the Courthouse located at 60 Centre Street, New York, New York, on May 17, 2023 at 12:00~~ a.m./p.m., or as soon thereafter as counsel can be heard, why an Order should not be made and entered:

- (a) Granting the [Proposed] Partial Severance Order and Partial Final Judgment concerning the LXS 2005-10 trust, attached as Exhibit 1 to the Russell Affirmation; and
(b) Granting such other and further relief as this Court deems just and proper.

SUFFICIENT REASON APPEARING THEREFOR, let service of a copy of this Order to Show Cause, together with the papers upon which it is based, be made upon all appearing counsel for the parties, no later than ~~May~~ ^{APR 20} ____, 2023 by e-filing and by email, and such service shall be deemed sufficient; and it is further

ORDERED that opposition papers, if any, to the entry of said [Proposed] Partial Severance Order and Partial Final Judgment concerning the LXS 2005-10 trust are to be served at least two business days prior to the return date of this motion, by e-filing and by email upon all appearing counsel for the parties, and such service shall be deemed sufficient.

ENTER:



HON. MELISSA A. CRANE, J.S.C.

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,
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Administrators, Paying Agents, and/or Calculation
Agents of Certain Residential Mortgage-Backed
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Assigned to: Crane, J.

**AFFIRMATION OF
JARMAN D. RUSSELL**

I, Jarman D. Russell, an attorney duly admitted to practice law in the State of New York, hereby affirm under penalties of perjury, pursuant to CPLR § 2106, as follows:

1. I am a Counsel with the firm Mayer Brown LLP, counsel for petitioner Citibank, N.A. (“Citibank”) in this proceeding. I am familiar with the proceedings in this case.

2. I have personal knowledge of the facts stated in this affirmation, and they are all true and correct. I make this application in support of the Proposed Order to Show Cause (the “Proposed OSC”) filed by Citibank contemporaneously herewith.

3. All capitalized terms used and not otherwise defined herein shall have the meanings ascribed to such terms in the Petition (NYSCEF No. 1).

4. On April 20, 2018, the Court entered an Order to Show Cause (the “Show Cause Order”) (NYSCEF No. 37) directing the Petitioners to provide notice of this proceeding pursuant to the notice program described in the Show Cause Order (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 law.

5. The Notice Program directed that interested persons respond to the Petition on or before May 30, 2018.

6. The AIG Parties (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), the Institutional Investors (AEGON USA Investment Management, LLC, BlackRock Financial Management, 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), and Nover Ventures, LLC (collectively, the “Responding Parties”) have asserted an interest in LXS 2005-10 (the “Undisputed Trust”).

7. The Responding Parties agree and consent to this Partial Severance Order and Partial Final Judgment (the “Order”) attached as Exhibit 1 hereto, which resolves the issues for which judicial instructions were sought concerning the administration and distribution of the Settlement Payment for the Undisputed Trust (the “Subject Allocable Shares”).

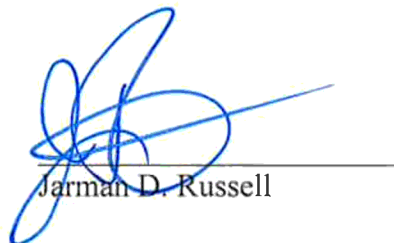
8. Prior to this filing, I circulated a copy of the Order to all parties in this matter and inquired as to whether each party with an interest in the Order consents to the entry of the same. Each interested party responded to my inquiry and confirmed that they consent to the entry of the

Order. Nevertheless, consistent with prior instructions of this Court, the Proposed OSC filed herewith provides an opportunity for parties to file opposition papers to the Order if they so wish.

9. For the reasons set out herein and subject to my understanding that no party opposes the Order, Citibank respectfully requests that the Court enter the Order.

10. No prior application for the relief herein requested has been made to this Court or to any other Court.

Dated: April 18, 2023
New York, New York



Jarman D. Russell

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

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Administrators, Paying Agents, and/or Calculation
Agents of Certain Residential Mortgage-Backed
Securitization Trusts),

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RULE 17 CERTIFICATE OF COMPLIANCE WITH WORD COUNT LIMIT

I hereby certify that the foregoing document complies with the word count limit set forth in Rule 17 of the Rules of Practice for the Commercial Division of the Supreme Court because it contains 538 words, excluding the caption and signature block.

In making this calculation, I have relied on the word count of the word-processing system used to prepare the document.

Dated: April 18, 2023
New York, New York

/s/ Jarman D. Russell
MAYER BROWN LLP
Jarman D. Russell
1221 Avenue of the Americas
New York, NY 10020-1001
Tel: (212) 506-2500
jrussell@mayerbrown.com

EXHIBIT 1

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
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Administrators, Paying Agents, and/or Calculation Agents
of Certain Residential Mortgage-Backed Securitization
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Crane, J.

**NOTICE OF
[PROPOSED] PARTIAL
SEVERANCE ORDER
AND PARTIAL FINAL
JUDGMENT (LXS 2005-10)**

PLEASE TAKE NOTICE that the attorneys for the undersigned parties (the “Undersigned”) jointly move for the entry of judgment issuing a judicial instruction to Petitioners concerning the distribution of the Allocable Shares of the Settlement Payment for LXS 2005-10 (the “Undisputed Trust”).

The Undersigned comprise the Petitioners and all parties who have filed responses claiming an interest in the Undisputed Trust in this proceeding, and each respectfully urges the Court to enter the attached proposed judgment. As there is no triable issue of fact as to the Undisputed Trust or the entry of this judgment, the Undersigned request that the judgment be entered without delay so that the Allocable Shares of the Settlement Payments can promptly be paid to the Undisputed Trust.

Dated: New York, New York
April 19, 2023

/s/ David M. Sheeren

Kenneth E. Warner
Warner Partners, PC
950 Third Avenue, 32nd Floor
New York, NY 10022
kwarner@warnerpartnerslaw.com

David M Sheeren (*pro hac vice*)
Gibbs & Bruns, LLP
1100 Louisiana St 5300
Houston, TX 77002
dsheeren@gibbsbruns.com

Counsel for Institutional Investors

/s/ David I. Schiefelbein

David I. Schiefelbein
McKool Smith, P.C.
One Bryant Park, 47th Floor
New York, NY 10036
dschiefelbein@mckoolsmith.com

Counsel for Nover Ventures LLC

/s/ Kevin S. Reed

Kevin S. Reed
Quinn Emanuel Urquhart & Sullivan, LLP
51 Madison Ave., 22nd Floor
New York, NY 10010
kevinreed@quinnemanuel.com

Counsel for 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

MAYER BROWN LLP

ALSTON & BIRD LLP

/s/ Jarman D. Russell

/s/ Alexander S. Lorenzo

Christopher J. Houpt
Jarman D. Russell
1221 Avenue of the Americas
New York, New York 10020-1001
Tel. (212) 506-2500

Alexander S. Lorenzo
90 Park Avenue
New York, New York 10016
Tel.: 212-910-9400

Counsel for Petitioner Citibank, N.A.

*Counsel for Petitioner Wilmington Trust,
National Association*

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 ____ day of ____, 2023

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

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U.S. BANK NATIONAL ASSOCIATION, WELLS
FARGO BANK, NATIONAL ASSOCIATION,
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WILMINGTON TRUST COMPANY, and CITIBANK,
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Administrators, Paying Agents, and/or Calculation Agents
of Certain Residential Mortgage-Backed Securitization
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Crane, J.

**[PROPOSED] PARTIAL
SEVERANCE ORDER
AND PARTIAL FINAL
JUDGMENT (LXS 2005-10)**

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

WHEREAS, pursuant to the Settlement Agreements, the Settlement Payments are to be apportioned among the Subject Settlement Trusts; and

WHEREAS, by Order dated May 30, 2018 (the “Escrow Order”), the Court authorized and directed the Petitioners to place the Settlement Payments for the Subject Settlement Trusts in escrow; and

WHEREAS, the Petitioners represent that they have complied with the escrow provisions of the Escrow Order and that the Settlement Payments for the Subject Settlement Trusts, plus any investment earnings thereon, are currently invested as directed in the Escrow Order; and

WHEREAS, under the Order to Show Cause dated April 20, 2018 (the “Show Cause Order”), the Court directed the Petitioners to provide notice of this proceeding pursuant to the notice program described in the Show Cause Order (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 law; and

WHEREAS, the Notice Program directed that interested persons respond to the Petition on or before May 30, 2018; and

WHEREAS, the AIG Parties (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), the Institutional Investors (AEGON USA Investment Management, LLC, BlackRock Financial Management, 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), and Nover Ventures, LLC (collectively, the “Responding Parties”) have asserted an interest in LXS 2005-10 (the “Undisputed Trust”); and

WHEREAS, the Responding Parties agree and consent to this Partial Severance Order and Partial Final Judgment (this “Order”), which resolves the issues for which judicial instructions were sought concerning the administration and distribution of the Settlement Payment for the Undisputed Trust (the “Subject Allocable Shares”); and

WHEREAS, Wilmington Trust National Association and Wilmington Trust Company, and any successors thereto, are the trustees, successor trustees, and/or indenture trustees for the Undisputed Trust (in such capacities, the “Subject Trustee”) and Citibank, N.A., and any successors thereto, is the securities administrator, paying agent, and/or calculation agent for the Undisputed Trust (in such capacities, the “Subject Payment Administrator”); 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 after the Judgment Entry Date; 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 the Undisputed Trust occurring in the Transfer Month; and

WHEREAS, as used herein, the term “Transfer Target Date” means the 15th day of the Transfer Month; and

WHEREAS, the term “Overcollateralization Amount Calculation” is used herein to refer to the terms in the applicable Governing Agreement 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 Agreement 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 Agreement; and

NOW, THEREFORE, on the motion of the Petitioners and the Responding Parties, it is hereby

ORDERED, ADJUDGED and DECREED that, on or before the Transfer Target Date, the Subject Trustee is to (i) cause escrowed assets to be liquidated to cash with a value equal to the Settlement Payment for the 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 distribution account of the Undisputed Trust. From the time of the aforescribed deposit, the amount so deposited shall be deemed the Subject Allocable Shares for the Undisputed Trust 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 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 Administrator shall distribute the Subject Allocable Shares to certificateholders of the Undisputed Trust on the AS Distribution Date; and it is further

ORDERED, ADJUDGED and DECREED that in administering and distributing the Subject Allocable Share for the Undisputed Trust, the applicable Subject Payment Administrator (i) shall first increase the applicable certificate principal balances in the amount of the Settlement Payment Write-Up in a manner consistent with this Order; and, after such write-up, shall distribute the Subject Allocable Shares to certificateholders based on certificate principal balances that have been adjusted by the Settlement Payment Write-Up; 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 Agreement and the Settlement Agreement; 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 appropriate administration and distribution of the Settlement Payments where there

is a dispute among the parties regarding how the Settlement Payments should be administered and distributed; (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 Trust, or (iii) any applications to certificate balances (*e.g.*, write-ups) or distributions of payments or funds other than the Subject Allocable Shares; and it is further

ORDERED, ADJUDGED and DECREED that certificateholders, noteholders, and any other parties claiming rights or interests in any of the Undisputed Trust 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, ADJUDGED and DECREED that upon the occurrence of the Judgment Entry Date, Petitioners shall promptly post a copy of this Order, bearing the Court’s signature, on <http://www.lbhirmssettlement.com/>, the website established by Petitioners; 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
May __, 2023

Hon. Melissa A. Crane, J.S.C.

Judgment signed and entered this ___ day of _____, 2023.

Clerk of New York County