

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

Hon. Melissa A. Crane

**AFFIRMATION OF
 BRIGITTE R. ROSE IN
 SUPPORT OF ORDER TO
SHOW CAUSE**

BRIGITTE R. ROSE, an attorney duly admitted to practice law in the Courts of the State of New York, hereby affirms the following under the penalties of perjury, pursuant to CPLR § 2106:

1. I am an associate of the law firm Thompson Coburn LLP, New York counsel for petitioner Wells Fargo Bank, National Association (“Petitioner” or “Wells Fargo”) in the above-captioned action. I make this application in support of the Proposed Order to Show Cause filed by Wells Fargo contemporaneously herewith.

2. I am familiar with the proceedings in this case and have personal knowledge of the facts stated in this affirmation, all of which are true and correct, except where I rely upon the determinations or analysis of Wells Fargo, which is true and correct upon my information and belief.

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

4. On April 20, 2018, the Court entered an Order to Show Cause (the “Order to Show Cause”) directing the above-captioned 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.

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

6. No interested Persons appeared with respect to the trusts listed on Exhibit A (the “Subject No Appearance Trusts”) to the [Proposed] Partial Severance Order and Partial Final Judgment attached as Exhibit 1 to this affirmation (the “Proposed Severance Order”).

7. Wells Fargo acts as Trustee (in such capacity, the “Subject Trustee”) and securities administrator, paying agent, and/or calculation agent for the Subject No Appearance Trusts (in such capacity the “Subject Payment Administrator”).

8. For the No Appearance Settlement Trusts, including the Subject No Appearance Trusts, the Court entered a Modified Interim Order Concerning Settlement Trusts for Which No Parties Have Appeared ([Doc No. 222](#)), which provided that, “within forty-five (45) days after [a] Merits Ruling becomes final and non-appealable..., the Relevant Petitioners shall file proposed orders with the Court to resolve the issues for the No Appearance Settlement Trusts” ([Doc. No. 222](#) at 3).

9. Because it appears that no Merits Ruling will issue in this proceeding, Wells Fargo has determined that a proposed order resolving the issues for the Subject No Appearance Trusts should be filed.

10. Wells Fargo determined that the only issue in this proceeding concerning the Subject No Appearance Trusts was whether the “Write-Up First” or “Pay-First” methodology should be used in distributing the Settlement Payments for the Subject No Appearance Trusts.

11. Wells Fargo analyzed the distribution of Settlement Payments for the Subject No Appearance Trusts using the “Write-Up First” or “Pay-First” methodology based on actual data for the Subject No Appearance Trusts as of March 31, 2023.¹ Based on that analysis, Wells Fargo has determined that there is either no difference in the share of Settlement Payments classes of certificates will receive or any differences are de minimis.

12. For the reasons set out herein and within the Proposed Severance Order, Wells Fargo respectfully requests that the Court enter the Proposed Severance Order.

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

Dated: New York, New York
July 13, 2023

s/ Brigitte R. Rose
BRIGITTE R. ROSE

¹ Wells Fargo has not made any forward-looking projections and the percentage differences for the Subject Settlement Funds could change in the future based on the amount of Subject Settlement Funds available and the actual performance of the Subject No Appearance Trusts after March 31, 2023.

CERTIFICATION OF COUNSEL

Pursuant to Rule 17 of the Rules of Practice for the Commercial Division:

The foregoing affirmation was prepared on a computer using Microsoft Word. Pursuant to the word count system in Microsoft Word, the total number of words in this affirmation, excluding the caption and signature block, is 639 words.

Dated: New York, New York
July 13, 2023

THOMPSON COBURN LLP

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