

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

In the matter of the application of

U.S. BANK NATIONAL ASSOCIATION and U.S. BANK TRUST COMPANY, NATIONAL ASSOCIATION (each separately as Trustee, Securities Administrator, Paying Agent, and/or Calculation Agent, as applicable, under various Pooling and Servicing Agreements),

Petitioners,

for judicial instructions pursuant to CPLR Art. 77.

Index No. 656028/2021

Justice Andrew S. Borrok
Part 53

**STIPULATION AND [PROPOSED]
SCHEDULING ORDER**

WHEREAS petitioners U.S. Bank National Association and U.S. Bank Trust Company, National Association (“Petitioners”), solely in their capacities as trustee, securities administrator, paying agent, and/or calculation agent, as applicable, for seventy-seven residential mortgage backed securities trusts (the “Subject Trusts”), filed a petition on October 18, 2021 (NYSCEF Doc. No. 1) and subsequently filed a first amended petition on December 28, 2021 (NYSCEF Doc. No. 33) (the “Amended Petition”); and

WHEREAS, the following certificateholders collectively constitute all interested persons appearing in the proceeding: (a) ASO Atlantic Fund LLC; (b) Ellington Management Group L.L.C.; (c) FFI Fund Ltd., FYI Ltd., Olifant Fund, Ltd., Park Royal II LLC, Taconic Master Fund 1.5 LP, and Taconic Opportunity Master Fund LP; (d) HBK Master Fund L.P.; (e) U.S. Bank National Association, solely in its capacity as trustee of NIM trusts BSABS NIM 2003-HE1, BSABS NIM 2004-FR3N, BSABS NIM 2004-HE11, BSABS NIM 2004-HE6N, BSABS NIM 2004-HE9N, BSABS NIM 2005-AQ2N, and BSABS NIM 2005-FR1, and solely at the direction of HBK Master Fund L.P.; (f) NAV LLC, Reliance Standard Life Insurance Co., Safety National Casualty Corporation, and Stephen Finkelstein; (g) Pacific Investment Management Company LLC, on behalf of certain investment vehicles for which it serves as investment manager, adviser,

or sub-adviser; (h) Poetic Holdings 8 LP, Poetic Holdings IX LP, and Poetic Holdings VII LLC; (i) Poetic Holdings VI LLC; and (j) U.S. Bank National Association, solely in its capacity as trustee for the NIM Trusts BSSP 2005-32N, BSNIM 2004-HE10, and BSSP 2006-3, and solely at the direction of Poetic Holdings VI LLC (subparts (a) through (j) collectively, the “Appearing Certificateholders”); and

WHEREAS, various Appearing Certificateholders served discovery requests on Petitioners seeking Petitioners’ documents, emails, and other files related to the Subject Trusts; and

WHEREAS, on July 27, 2022, the Court entered a Case Management Order (NYSCEF Doc. No. 136) providing that: (1) documents shall be produced on a rolling basis beginning by August 5, 2022; (2) document production shall be completed by September 8, 2022; (3) the parties shall provide a deposition schedule with names and dates by September 8, 2022; (4) a status conference with the Court shall be held on September 8, 2022; (5) depositions shall be completed by October 7, 2022; (6) fact discovery shall be closed by October 21, 2022; (6) the parties shall file moving briefs simultaneously on or before November 23, 2022, including expert affidavits if the parties so choose; (7) the parties shall file responsive briefs simultaneously on or before December 23, 2022, including expert affidavits if the parties so choose; and (8) if any issues arise, including whether additional time is needed to review documents before depositions, the parties shall promptly email Part 53; and

WHEREAS, Petitioners and the Appearing Certificateholders have met and conferred regarding the discovery requests and Petitioners’ document production, and have reached agreement regarding the scope of discovery in this action, including as set forth in the Ex Parte Order and Partial Final Judgment entered on August 22, 2022 (NYSCEF Doc. No. 151); and

WHEREAS, consistent with the Case Management Order, Petitioners began making rolling productions on August 5, 2022 and have made four document productions to date, consisting of internal files, emails, and other documents and information relevant and responsive to the Appearing Certificateholders' requests; and

WHEREAS, due to the broad scope and timeframe of information requested by the Appearing Certificateholders, Petitioners require additional time to fully review and produce all materials responsive to the Appearing Certificateholders' requests, as well as to prepare a privilege log in accordance with Commercial Division Rule 11-b; and

WHEREAS, Petitioners have identified a Commercial Division Rule 11-f witness for the deposition, and have scheduled a date for the Rule 11-f deposition; and

WHEREAS, Petitioners and the Appearing Certificateholders have agreed to the proposed modifications herein to the Court's Case Management Order, as set forth below; and

NOW, THEREFORE, on the motion of all appearing parties, it is hereby

ORDERED, ADJUDGED, AND DECREED that the ordered dates shall be modified as follows:

1. Petitioners' document production shall be completed by October 13, 2022.
2. The September 8, 2022 status conference is adjourned to October 13, 2022.
3. Petitioners' Rule 11-f witness shall be Daniel Nevis, a Senior Vice President and officer for Petitioners, and the parties have presently scheduled the Rule 11-f deposition for November 16, 2022, provided that the parties reserve the right to modify the deposition date if necessary and shall notify the Court of any changes to such date at or before the October 13, 2022 status conference.
4. Fact discovery shall close by December 8, 2022.


5. The parties shall file moving briefs simultaneously on or before January 16, 2023, including expert affidavits if the parties so choose.
6. The parties shall file responsive briefs simultaneously on or before February 13, 2023, including expert affidavits if the parties so choose.

Dated: New York, New York

_____, 2022

Hon. Andrew Borrok, J.S.C.

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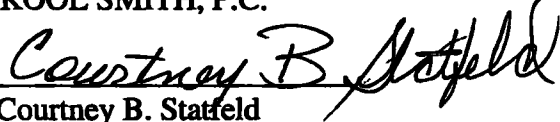
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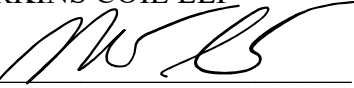
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