

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] MERITS BRIEFING
WORD LIMIT AND REVISED
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, on February 16, 2023, the Court entered a case management order (NYSCEF Doc. No. 169) (the “Scheduling Order”) providing that: (1) the parties shall file moving briefs simultaneously on or before March 20, 2023, including expert affidavits if the parties so choose; and (2) the parties shall file responsive briefs simultaneously on or before May 10, 2023, including expert affidavits if the parties so choose; and

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

WHEREAS, the Appearing Certificateholders respectfully request an extension of the applicable word limit for briefs and affidavits in light of the complexity of the issues and the omission of reply briefs, and Petitioners do not object to the Appearing Certificateholders’ requests; and

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

ORDERED, ADJUDGED, AND DECREED that the word limit and the Court-ordered dates shall be modified as follows:

1. The word limit for the parties’ moving briefs, responsive briefs, and affidavits, if any, shall be increased to up to 8,500 words (excluding the parts exempted under Rule 17 of the New York Commercial Division Rules).

2. The parties shall file moving briefs simultaneously on or before April 3, 2023, including expert affidavits if the parties so choose.
3. The parties shall file responsive briefs simultaneously on or before May 24, 2023, including expert affidavits if the parties so choose.

Dated: New York, New York

March _____, 2023

Hon. Andrew Borrok. J.S.C.

AKIN GUMP STRAUSS HAUER & FELD LLP

By: /s/Uri A. Itkin

Uri A. Itkin

Richard J. D'Amato

Andrew A. McWhorter

One Bryant Park

Bank of America Tower

New York, New York 10036-6745

(212) 872-1000

uitkin@akingump.com

rdamato@akingump.com

amcwhorter@akingump.com

Attorneys for HBK Master Fund L.P.

CURTIS, MALLET-PREVOST, COLT & MOSLE LLP

By: Felix J. Gilman/RGA

Felix J. Gilman

Donald W. Hawthorne

101 Park Avenue

New York, NY 10178-0061

T: (212) 696-6949

dhawthorne@curtis.com

fgilman@curtis.com

Attorneys for Poetic Holdings VI LLC

BAILEY DUQUETTE P.C.

By:  David I. Greenberger, Esq.

104 Charlton Street, Suite 1W
New York, NY 10014
(212) 658-1946 x 204
david@baileyduquette.com

PERRY, JOHNSON, ANDERSON, MILLER & MOSKOWITZ LLP

Isaac M. Gradman (admitted *pro hac vice*)
E. Page Allinson (admitted *pro hac vice*)
438 First Street, 4th Floor
Santa Rosa, CA 95401
(707) 525-8800
gradman@perrylaw.net
allinson@perrylaw.net

Counsel for Ellington Management Group L.L.C.

GREENE ESPEL PLLP

By: 
Aaron P. Knoll (admitted *pro hac vice*)
222 S. Ninth Street, Suite 2200
Minneapolis, MN 55402
(612) 373-8361
aknoll@greeneespe.com

GARY GREENBERG, ESQ.

Gary Greenberg
666 Third Ave., 10th Floor
New York, NY 10017
(212) 765-5770
gg@ggreenberglaw.com

Attorneys for Poetic Holdings 8 LP, Poetic Holdings IX LP, Poetic Holdings VII LLC

JONES DAY

By:


Nina Yadava

250 Vesey Street
New York, NY 10281
(212) 326-3939
nyadava@jonesday.com

Joseph B. Sconyers
Ryan D. Class
100 High Street, 21st Floor
Boston, MA 02110
(617) 960-3939
jsconyers@jonesday.com
rclass@jonesday.com

Joseph Z Czerwien (*pro hac vice*)
North Point
901 Lakeside Avenue
Cleveland, OH 44144
(216) 586-3939
jczerwien@jonesday.com

Attorneys for Petitioners U.S. Bank National Association and U.S. Bank Trust Company, National Association

MCKOOL SMITH, P.C.

By: Courtney Statfeld / RWS

Courtney B. Statfeld

Robert W. Scheef

David I. Schiefelbein

rscheef@mckoolsmith.com

cstatfeld@mckoolsmith.com

dschiefelbein@mckoolsmith.com

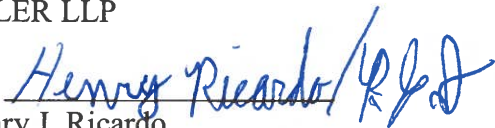
395 9th Avenue, 50th Floor

New York, NY 10001

(212) 402-9400

Attorneys for ASO Atlantic Fund LLC

PATTERSON BELKNAP WEBB &
TYLER LLP

By: Henry J. Ricardo

Alexander Shapiro

Peter W. Tomlinson

Diana M. Conner

Alvin Li

1133 Avenue of the Americas

New York, NY 10036-6710

Tel: (212) 336-2000

Fax: (212) 336-2222

hjr Ricardo@pbwt.com

ashapiro@pbwt.com

pwtomlinson@pbwt.com


dconner@pbwt.com

ali@pbwt.com

Attorneys for Olifant Fund, Ltd.; FFI Fund Ltd.; FYI Ltd.; Taconic Master Fund 1.5 LP; Taconic Opportunity Master Fund LP; Park Royal II LLC; Reliance Standard Life Insurance Co.; Safety National Casualty Corp.; Stephen Finkelstein; and NAV LLC

PERKINS COIE LLP

By:

Handwritten signature of Martin E. Gilmore in blue ink, written over a horizontal line.

Martin E. Gilmore

Sean Connery

1155 Avenue of the Americas, 22nd Floor

New York, NY 10036

Tel: (212) 262-6900

mgilmore@perkinscoie.com

sconnery@perkinscoie.com

Attorneys for 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, and 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.

WARNER PARTNERS PC

By: Kenneth Warner / KJA

Kenneth E. Warner
950 Third Avenue, 32nd Floor
New York, NY 10022
Tel: (212) 593-8000
kwarner@warnerpc.com

GIBBS & BRUNS LLP

David M. Sheeren (*pro hac vice* pending)
Caitlin Halpern
1100 Louisiana, Suite 5300
Houston, TX 77002
Tel: (713) 650-8805
dsheeren@gibbsbruns.com
chalpern@gibbsbruns.com

Attorneys for PIMCO