

Exhibit 12

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

In the Matter of the Application of

U.S. BANK NATIONAL ASSOCIATION (as Trustee,
Securities Administrator, Paying Agent, and/or Calculation
Agent under various Pooling and Servicing Agreements),*Petitioner,*

For Judicial Instructions Under CPLR Article 77.

Index No. 656028/2021

Justice Andrew Borrok

IAS Part 53

AFFIDAVIT OF JAMES H. ARONOFF

James H. Aronoff, being duly sworn, deposes and says:

1. I am a Managing Director at CohnReznick, based in New York, and work as a consultant, specializing in, among other things, advising clients on issues relating to asset origination, secured lending, and due diligence, with a particular emphasis in matters relating to specialty finance, distressed debt and capital markets, including workouts and restructuring, structured finance, and residential mortgage-backed securities (“RMBS”).

I. Summary

2. I have been retained as an expert witness by Akin Gump Strauss Hauer & Feld LLP on behalf of HBK Master Fund L.P. to offer my opinion on: (i) the common understanding of the term “liquidation” in the RMBS industry, and (ii) the method of distribution of collections within a RMBS trust, including collections of deferred principal (“Deferred Principal Proceeds”) from modified loans securitized in the trusts at issue in this case (the “Trusts”), after certain classes (“Primary Classes”) of the Trusts’ Certificates have been reduced to zero.

3. Based on my experience in the RMBS industry, my opinion is that the common understanding and expectation among RMBS market participants, especially investors, is to follow the applicable provisions of the related governing documents (such as the pooling and servicing

agreement, or “PSA”) of each Trust regarding the distribution of principal collections among certificateholders after the certificate balances of the Primary Classes have been reduced to zero.

4. In my experience, it is critical to the effective operation of the RMBS market that the plain language of the PSAs, read in the context of the common understanding of market participants regarding RMBS transactions, govern all aspects of the collection of funds, distributions to certificateholders, write-downs and write-ups of certificate balances, and the administration of each Trust.

5. In my opinion, the common understanding among RMBS market participants is: (i) the term “liquidation” does not include modifications that give rise to Deferred Principal Proceeds; and (ii) when the Primary Classes have been reduced to zero, all payments into the Trust that otherwise may have been distributed to the Primary Classes or used to create credit support should be distributed to the credit enhancement (“Class CE”) certificates.¹

6. For the avoidance of doubt, I do not purport to interpret the applicable securitization agreements or other related documents as a legal matter, nor do I offer any legal opinion herein. Rather, I offer my expert opinion on the common understanding among RMBS market participants regarding the operation of PSAs, regarding the proper treatment of distributions when the Primary Classes have been reduced to zero, and regarding RMBS administration, based upon my education and my knowledge, skill, extensive experience, and training with respect to residential mortgage loans and RMBS.

¹ This class of certificates is referred to as “Class C” in some Trusts and “Class CE” in others. For simplicity, in this affidavit I refer to these certificates as “Class CE” certificates.

II. Qualifications and Experience

7. I have 40 years of experience in the structured finance industry, focusing on residential lending and RMBS in particular. During my professional career, I have participated in virtually every stage of the RMBS process and have held many roles in the residential lending and securitization industries, including senior management; strategic planning; product development; underwriting; trading; structuring; sales; due diligence; selecting, managing, and evaluating servicers; and negotiating and drafting transactions. Through my extensive career experiences, I am deeply familiar with and knowledgeable regarding all key aspects of residential lending and RMBS, including mortgage origination, acquisition, finance, securitization, investment, and servicing.

8. As relevant to the opinions offered herein, I have worked as the head of the fixed income structured finance group at a top-tier global investment bank, where I managed trading, financing, servicing, and securitizing residential assets. I also founded and was Chairman and CEO of a residential mortgage loan origination, acquisition, and servicing company that acquired and originated more than \$1 billion of residential mortgage loans and sponsored over \$500 million in RMBS.

9. A copy of my curriculum vitae, which contains a summary of my professional experience and educational background, is attached hereto as Appendix A.

10. I have been engaged as an expert for about forty matters in state or federal courts, arbitration, or mediation. Many of the matters for which I was retained relate to the RMBS market and/or the residential lending industry, including matters related to residential mortgage loan servicing. I have provided expert reports, rebuttal reports, and/or deposition

testimony in thirty-four cases, and in-court testimony in five cases. A list the cases for which I provided expert reports and/or trial and deposition testimony is attached as Appendix B.

11. I received my Juris Doctor from Cornell Law School. I also hold a Bachelor of Arts from Yale College, where I majored in Economics and Political Science.

Residential Mortgage-Backed Securities Experience

12. Upon graduating from law school, I worked as a structured finance attorney at Thacher Proffitt & Wood (“Thacher”). I thereafter joined Kidder Peabody & Co. (“Kidder”), an investment bank, where I drafted and negotiated transaction documents for numerous types of structured finance transactions, including RMBS.

13. From 1989 to 1993, I served as Managing Director and Co-Head of the Residential Mortgage Group at Financial Security Assurance (“FSA”). FSA provided credit enhancement and financial guaranty insurance in connection with asset-backed securities, including RMBS. I had direct responsibility for sourcing, underwriting, and insuring billions of dollars of RMBS, as well as identifying potential transactions. These responsibilities included assessing counterparties and evaluating risks of proposed transactions. My role also involved working with issuers, rating agencies, and investment bankers regarding predictive loss and cash flow modeling, credit enhancement, structuring, and mortgage loan pool formation.

14. From 1993 to 1997, I served as Managing Director of the Fixed Income Structured Finance Group at Nomura Securities International, Inc. (“Nomura”), a global securities firm. I managed the group responsible for underwriting and securitizing residential and other consumer assets, including RMBS. I also managed the groups responsible for trading, financing, and overseeing the servicing of those assets. My responsibilities included

participating in and overseeing the design, implementation, and maintenance of asset-specific predictive loss models, cash flow models, and pricing models. While at Nomura, I obtained FINRA Series 7, 12, 24, and 63 licenses. The Series 24 license qualified me as a General Securities Principal. As a General Securities Principal, I was ultimately responsible for the supervision of all securities underwriting activities undertaken by the trading desks I managed. I had final sign-off authority with respect to prospectuses, prospectus supplements, pooling and servicing agreements, and other offering materials prepared in connection with the issuance of asset-backed securities, including RMBS.

15. After I left Nomura, I served as the founding Chairman and CEO of FC Capital, a residential mortgage loan origination, acquisition, and servicing company. During my tenure from 1997 to 2000, FC Capital maintained over \$600 million in secured borrowing facilities, originated or acquired close to \$1 billion of residential whole loans, and sponsored over \$500 million in RMBS. In 2000, FC Capital was sold to a large public financial services company, and I left to start my own consulting firm, MTGX, LLC.

16. During my career, I have attended numerous professional conferences, have served on various trade association working committees, and have participated as a speaker or moderator on industry panels, most of which involved structured finance, the residential lending industry, and/or RMBS. From 1997 through 2000, I was selected to serve on the Board of the National Home Equity Mortgage Association. I am a member of the Mortgage Bankers Association and was for many years a member of the Structured Finance Association. I also presently serve on the Editorial Board of the Journal of Structured Finance.

Consulting Experience

17. As a Managing Director at CohnReznick I specialize in advising clients on issues relating to asset origination, secured lending, and due diligence. A particular emphasis of my practice is specialty finance and capital markets, including workouts and restructuring, structured finance, and RMBS.

18. Since 2000, I also have been Managing Partner of MTGX, LLC, an advisory firm I founded, specializing in providing capital markets solutions to small and medium-sized specialty finance companies. In this capacity, I provide advice to financial institutions on risk assessment and management strategies, portfolio valuation, capital raising, distressed portfolio resolution, and operational due diligence.

19. In 2003, I founded Portfolio Reconnaissance Services (“Recon”), a company dedicated to providing investors and portfolio managers with actionable data to proactively manage portfolios of asset-backed bonds, including RMBS. My work at Recon required the creation and utilization of proprietary bond analytics and collateral performance models. My work also involved extensive interaction and consultation with investors in RMBS, including pension funds, investment banks, insurance companies, and hedge funds. One important service Recon provided to clients was an independent assessment and evaluation of residential mortgage loan servicers. Generally, this was accomplished by means of reviewing available information, analyzing portfolio performance data and reports, and conducting on-site operational reviews. I was actively involved in designing and conducting these reviews. At Recon, we also conducted regular on-site seller-servicer reviews for Fannie Mae and Freddie Mac. Recon was sold to a private equity firm at the end of 2004.

20. Since 2007, I have worked full time as an expert and consulting witness in connection with consumer lending, structured finance, and the capital markets, with a particular emphasis on RMBS. In my consulting and expert capacities, I remain deeply involved in the RMBS market and the residential lending industry, and I am familiar with the market's and the industry's past and present standards, customs, and practices.

Residential Mortgage Servicing Experience

21. I have worked very closely with residential mortgage loan servicers and special servicers from various vantage points. As a transaction attorney, trader, investor, investment banker, RMBS issuer and servicer, bond insurer, and consultant, I have gained keen insight into the customs, practices, expectations, and obligations of whole loan and RMBS servicers from a broad market perspective.

22. I have negotiated and drafted governing documents (e.g., pooling and servicing agreements), to which RMBS servicers are parties, on behalf of securities underwriters, RMBS sponsors and issuers, and bond insurers. I performed these duties while at Thacher, Kidder, Nomura, FSA, and FC Capital.

23. While at Nomura and FC Capital, and as an advisor and outside consultant with various firms, I have worked with RMBS servicers to amend governing documents to which a servicer is a party. I have also negotiated the transfer or termination of servicing agreements while at Nomura, FC Capital, and as a consultant working on behalf of various clients, including investors and insurance companies.

24. I have evaluated and selected various entities to serve as RMBS servicers on transactions underwritten and sponsored by Kidder and Nomura, issued by FC Capital and

Nomura Asset Capital Corp., and insured by FSA. In most cases, I had primary responsibility for deciding which RMBS servicer should be hired.

25. At FC Capital and also at Nomura, I played an active role in the determination of certain loss mitigation procedures followed by our servicers. Those procedures include both borrower home retention strategies, such as modifications, and home liquidation strategies, such as foreclosure sales.

26. As described above, I have also evaluated the performance and quality of RMBS servicers, and have established servicing performance metrics and benchmarks so that different servicers can be compared and ranked. I have performed operational reviews and compliance audits of RMBS servicers on behalf of RMBS investors, insurers, investment banks, and certain government-sponsored entities. In most cases, such reviews were conducted in accordance with specific procedures agreed upon by the client. These reviews typically involved an in-depth review of all of a servicer's key departments and functions, and an assessment of how closely the servicer complied with related policies and procedures, applicable documents and agreements, and industry custom and practice.

27. Finally, I have been retained by residential mortgage loan and RMBS stakeholders as an advisor or consulting and/or testifying expert in connection with RMBS servicing. Certain of these engagements related to litigation, including conducting detailed reviews of servicing records to determine whether a servicer breached its servicing agreements and developing methodologies to estimate potential losses from servicer breaches. Other engagements involved consulting in advance of potential litigation or settlement discussions, which focused on matters such as the impact of a servicer's performance on loan

performance and the rights and obligations of a residential mortgage loan servicer as compared to other RMBS deal parties.

III. Meaning of Liquidation With Respect to RMBS

28. Based on my experience, the term “liquidation” refers to the ultimate resolution of a mortgage loan prior to repayment at maturity or before a voluntary prepayment in full. That is, subsequent to the liquidation of a mortgage loan, the related borrower is no longer required to remit any future payments in connection with such loan, the property securing such loan is released, and the loan obligation is extinguished. Types of “liquidation” include a foreclosure sale, the disposition of REO Property², a deed in lieu, a short sale, or a charge-off. This type of loss mitigation strategy is very different from a modification, which is a loss mitigation strategy whereby the borrower is required to continue to make future payments with respect to the related loan, as in the case of a forbearance agreement or other repayment plan.

29. A loan liquidation is a loss mitigation strategy that results in the final resolution of such loan. As such, a loan liquidation stands in sharp contrast to a final payment at maturity and in sharp contrast to a voluntary prepayment in full by the borrower, which are not loss mitigation strategies. A loan liquidation also stands in sharp contrast to a loan modification, where the lien on the mortgaged property is not released and the borrower agrees to continue to make payments in the future, albeit on potentially different terms. Thus, a forbearance or repayment agreement, or other form of modification, is not a “liquidation” in the context of RMBS loan servicing. Although both home retention strategies (e.g., modification agreements) and home liquidation

² “REO” refers to Real Estate Owned, or a mortgaged property taken back by the lender at foreclosure.

strategies (e.g., a foreclosure sale) are potential avenues to mitigate loss with respect to a defaulted loan, each distinct strategy has its own unique objectives and results.³

IV. The Treatment of Principal Collections After The Certificate Balance of Primary Classes Is Reduced to Zero

30. RMBS are typically issued as certificates supported by residential mortgage loans held in a securitization trust. RMBS certificateholders receive distributions primarily from the principal and interest payments made on the loans underlying the related Trust. Contracts governing RMBS Trusts, or PSAs, typically contain detailed provisions instructing how payments made to the trust are to be distributed among the different classes, or “tranches,” of RMBS certificateholders. These distribution rules are colloquially referred to as “waterfall provisions.” Waterfall provisions dictate the priority of payments to different tranches as well as the distribution amount that each tranche is entitled to receive in any given distribution period.

31. In my experience, the waterfall provisions for each RMBS trust are carefully crafted by the parties to the PSA and are well understood by the related certificateholders. These waterfall provisions are very important because they govern the monthly distribution, or payment, that each tranche expects to receive. Unlike an investor who buys stock in a corporation, an investor in RMBS has no direct claim on the trust’s assets; rather, certificateholders are entitled only to those distributions that the provisions of the governing documents specify they may receive. As a result, prudent investors in RMBS carefully analyze the waterfall provisions, and the other terms of the

³ This definition of liquidation is also consistent with the Fannie Mae Single-Family Servicer Guide, October 12, 2022. See, Section F-3-12, page 772; See also, id., Chapter D2-3, p.323, which lists Home Retention Workout Options (Section D2-3.2), such as modification and forbearance agreements, as separate and distinct from Home Liquidation Workout Options (Section D2-3.3).

PSA related to the timing and amount of distributions, when considering whether to invest in such RMBS.

32. Industry custom and practice in the RMBS market is to follow the provisions of the PSA for each Trust, as the PSA is “the backbone of the transaction.”⁴ To operate outside of the PSA’s parameters or to ignore the plain language of the PSA would violate the long-standing understanding among market participants, would create unnecessary uncertainty, and would undermine the confidence of RMBS investors that they ultimately will receive the benefits of their bargain.

33. RMBS investors rely on the understanding among RMBS market participants that the PSAs will be enforced and administered as written. Investors in RMBS agree to take certain types of risk, such as “prepayment risk” (the risk that loans may prepay) or “credit risk” (the risk that borrowers will not or cannot repay their loans). However, investors do not voluntarily assume the risk that key PSA terms, such as those provisions governing write-downs and write-ups and the distribution of payments, will be rewritten or discarded after the deal has closed. Rather, the certainty and predictability of distributions to certificateholders according to the related payment provisions of the PSA are essential to the proper functioning of the RMBS market.

34. Based on my RMBS market experience and my review of the PSAs for the Trusts at issue in this litigation, it is my opinion that, for those Trusts, when the certificate balances of the Primary Classes are reduced to zero, collections from the remaining loans underlying the Trust should be paid through the excess cashflow waterfall and to the Class CE certificateholders, as prescribed by the applicable PSA.

⁴ Stewart McQueen, Gennady A. Gorel, & Chris van Heerden, Dechert and Wells Fargo, *An Investor’s Guide to The Pooling and Servicing Agreement*, p. 1.

35. Each Trust includes an overcollateralization feature, in which the balance of the collateral (the stated balance of the loans) underlying each Trust exceeds the certificate balance of the Primary Classes. The PSAs refer to this difference as the “Overcollateralization Amount.” The requirements and mechanics of each Trust’s overcollateralization structure are designed to create and provide credit support to the Primary Classes, so long as these classes have an outstanding certificate principal balance, by absorbing realized losses before any Primary Class certificates are written down. Overcollateralization is maintained by using Excess Spread⁵ and additional amounts that would otherwise be distributed to the Class CE certificateholders to pay down the Primary Classes until overcollateralization reaches a required amount. Once overcollateralization has reached the required amount, and the diversion of cashflow to create additional overcollateralization is no longer required, those amounts are distributed through the Trusts’ excess cashflow waterfall.

36. The definition of the “Class CE Distribution Amount” — the amount to be distributed to the Class C or CE Classes — is consistent with this general understanding. Class CE Distribution Amount is defined as follows:

Class CE Distribution Amount: With respect to any Distribution Date, the sum of (i) the Current Interest for the Class CE Interest for such Distribution Date and (ii) any Overcollateralization Release Amount for such Distribution Date; provided, however that on any Distribution Date after the Distribution Date on which the Certificate Principal Balance of the Offered Certificates has been reduced to zero, the Class CE Distribution Amount shall include the Overcollateralization Amount.⁶

⁵ See, e.g. Bear Stearns Asset-Backed Securities Trust 2004-HE3 Pooling and Servicing Agreement (“BSABS 2004-HE3 PSA”), §1.01, p.17 (Excess Spread: With respect to any Distribution Date, the excess, if any, of (i) the Interest Funds for such Distribution Date over (ii) the sum of Current Interest on the Offered Certificates and Interest Carry Forward Amounts on the Class A Certificates (other than Interest Carry Forward Amounts paid pursuant to Section 5.04(a)(5)(A)), in each case for such Distribution Date.)

⁶ See e.g., BSABS 2004-HE3 PSA, §1.01, p.9 (emphasis added).

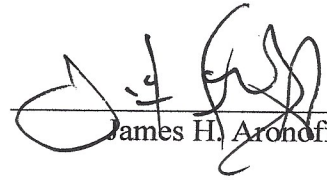
37. This provision directs excess cash to be distributed to the CE certificates through the excess cashflow waterfall, unless such cashflow is required to provide credit support and create overcollateralization for the benefit of the Primary Classes. While the Primary Classes are outstanding (i.e. have a certificate balance greater than zero), this important purpose is served by limiting distributions to the Class CE certificateholders to cashflow that exceeds the overcollateralization target amount. However, consistent with my experience, after the certificate balance of the Primary Classes has been reduced to zero, and credit support in the form of overcollateralization is no longer needed, this provision reflects the instruction that the distribution to CE Certificateholders include the entire Overcollateralization Amount.⁷ This makes sense because once the certificate balance of the Primary Classes has been reduced to zero, the Primary Classes are no longer entitled to receive any distributions from the Trust,⁸ and all remaining amounts are paid to the Class CE certificates.

38. I reserve the right to amend or supplement this Affidavit. I declare under penalty of perjury that the foregoing is true and correct.

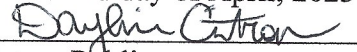
⁷ The Overcollateralization Amount is equal to the excess of the aggregate stated principal balance of the related mortgage loans over the certificate balances of the Primary Classes. Therefore, when the certificate balances of the Primary Classes equal zero, the Overcollateralization Amount to which the Class CE certificateholders are entitled equals the aggregate stated principal balance of those mortgage loans.

⁸ See e.g. Retired Class Provision in BSABS 2004-HE3 PSA, §5.04(a), p.87.

Submitted: April 3, 2023


James H. Aronoff

Sworn to before me
on this 3rd day of April, 2023


Notary Public

Dayline Cintron
NOTARY PUBLIC, STATE OF NEW YORK
Registration No. 01C16442786
Qualified in Suffolk County
Commission Expires 10/17/2026

CERTIFICATE OF COMPLIANCE

This affidavit complies with this Court's so-ordered 8,500-word limit because it contains 3,564 words (using the "word count" function of Microsoft Word), excluding the parts of the affidavit exempted by Rule 17 of the New York Commercial Division Rules.

Dated: April 3, 2023

/s/ Uri A. Itkin
Uri A. Itkin

Appendix A

James H. Aronoff

E-mail: jim.aronoff@cohnreznick.com

(917) 287-3431

Professional Highlights

Senior, deal-tested, capital markets professional with more than 35 years of experience in all aspects of asset origination, servicing and finance markets, including senior management, capital raising, strategic planning, product development, trading, structuring, valuation, due diligence, sales, and negotiating transactions.

Diverse skills gained through experience as Chairman and CEO of a finance company, senior investment banker, consultant, trader, attorney, and managing director of a major bond insurer.

Possess superior credit analysis, structuring, valuation, and negotiation skills in connection with structured finance transactions, and the origination, acquisition, management, and disposition of performing, sub performing, and distressed consumer, residential, and commercial assets, including subprime loans.

Significant success in identifying market opportunities, designing start-ups, and building, evaluating, and improving profitable asset origination, acquisition, finance, and servicing operations. Effectively implemented new technologies and personnel "team building" approaches to create successful working environments.

Professional Experience

CohnReznick LLP, New York, New York
Managing Director

2021 to Present

Managing Director in CohnReznick's Restructuring and Dispute Resolution practice. Provide attorneys and other clients with technical and industry expertise to understand and evaluate relevant issues related to complex arbitration, mediation, and litigation matters, with a focus on capital markets, secured lending, financial institutions, structured finance, and securitizations, including RMBS, CMBS, CLOs, CDOs, and other ABS. Assist clients by addressing business, due diligence, audit, and valuation issues within a potential dispute, and providing expert witness testimony. Supervise risk management, portfolio valuation, regulatory compliance, and transaction oversight services within the firm's financial services advisory practice. Provide rigorous analyses based upon significant capital markets and financial services industry knowledge and business acumen derived from decades of hands-on experience. Provide comprehensive support throughout all stages of an engagement, from assessment of facts, through determination of strategic options and implementation.

Friedman LLP, New York, New York
Managing Principal

2020 to 2021

Managing Principal of the Financial Institutions Consulting practice. Provide attorneys and other clients with expert witness testimony and comprehensive support throughout all stages of an engagement, from assessment of facts, through determination of strategic options and implementation.

Forensic Risk Alliance, New York, New York
Partner

2019 to 2020

Provide attorneys and other clients with technical and industry expertise to understand and evaluate relevant issues related to complex litigation matters. Assist clients by addressing business, due diligence, audit and valuation issues within a potential dispute, and providing expert testimony. Supervise risk management, portfolio valuation, regulatory compliance and transaction oversight services within FRA's financial services advisory practice.

Professional Experience (cont'd.)

Baker Tilly Virchow Krause, LLP, New York, New York 2016 to 2019
Principal and Practice Leader

Principal and Practice Leader of the Financial Institutions Consulting practice.

Duff & Phelps, New York, New York 2012 to 2015
Managing Director

Senior member of Financial Services Industry Dispute and Litigation group.

MTGX, LLC, Katonah, New York 2000 to Present
Managing Partner

Founded and manage advisory firm providing capital markets solutions to small and medium sized specialty finance companies. In addition, the firm provides sophisticated and technical expertise to larger financial institutions on an out-source basis. Services offered by MTGX include: risk assessment and management strategies; asset and portfolio valuation; analysis and evaluation of servicing and collection arrangements; mediation and arbitration services; expert witness testimony; asset sale advisory services; new product development; operational due diligence; capital raising (equity or debt); and distressed portfolio resolution, remediation and disposition strategies.

FCS Advisors, Inc., New York, New York 2009 to 2012
Managing Director

Provided senior leadership and strategic oversight to the advisory services and consulting business. Sourced and executed fee-based transactions. Services offered included a variety of strategic development, asset management and administrative services on behalf of clients who were typically stakeholders in portfolios of whole loans, securities (including CMBS and RMBS), or other structured products (particularly in the context of workouts). Engagements included: litigation support and dispute resolution, the creation and execution of remediation/liquidation strategies, management of wind-downs/liquidations, asset sales, data management, portfolio surveillance and oversight, re-packaging and/or "de-packaging" assets, independent valuations, and due diligence and operational reviews of asset managers, counterparties, and vendors.

Garnet Capital Advisors, New York, New York 2005 to 2006
Managing Director, Structured Finance

Directed and managed Garnet's Structured Finance Group, which provides valuation, liquidation, and advisory services to stakeholders in structured transactions. The Group's primary focus is on distressed securities where the assets or transaction parties are underperforming.

Portfolio Reconnaissance Services, Inc., Shelton, Connecticut 2003 to 2004
Founder and Principal

Conceived, built, and capitalized a start-up to provide investors and portfolio managers with the critical insight required for continuous improvement in asset performance. The services provided by Portfolio Reconnaissance Services, or Recon, include transaction oversight and management, monitoring, consulting and analytics, expertise in evaluating and servicing loan portfolios, advanced risk mitigation techniques, and value-driven, actionable intelligence. Recon's services support institutional investors with respect to whole loan portfolios, fixed income instruments, and structured securities, including Asset Backed Securities (ABS), Residential Mortgage-Backed Securities (RMBS) and Commercial Mortgage-Backed Securities (CMBS). In 2004, Recon was sold to a private equity firm.

Professional Experience (cont'd.)

FC Capital Corp., Valhalla, New York 1997 to 2000
Chairman of the Board and Chief Executive Officer

Raised \$20 million in equity capital and co-founded a residential mortgage loan origination, acquisition, and servicing company. Established multiple credit facilities to finance inventory of loans and securities. Sold and securitized over \$500 million of subprime residential loans. Acquired Home First National, a retail loan originator. Articulated and implemented a strong credit and risk management culture. Introduced new technological approaches to building and supporting marketing, underwriting, investing, and servicing capabilities. Sold to a large, public financial services company in 2000.

Nomura Securities International, Inc., New York, New York 1993 to 1997
Managing Director, Fixed Income Structured Finance

Built a business of financing, trading and underwriting non-traditional consumer and commercial assets. Senior manager responsible for all aspects of this multi-billion-dollar operation, including daily P/L and balance sheet management, creation and implementation of annual business plans and operating budgets, long-term strategic planning, and all personnel matters, including hiring, evaluation, and compensation issues. Business units included: subprime residential mortgage conduit; ABS/MBS trading desk; whole loan trading; asset-backed finance and warehouse group; and merchant banking operation. Successfully liquidated a \$1 billion portfolio of distressed consumer, residential and commercial assets comfortably within projected timelines and proceeds estimates. Obtained Series 7, 12, 24 and 63 NASD (now, FINRA) licenses.

Financial Security Assurance, Inc., New York, New York 1989 to 1993
Managing Director and Senior Business Development Officer

Developed market strategies, business plans and budgets for Residential Mortgage Group. Responsibilities included: credit analysis, risk evaluation, tracking competition, analyzing relevant markets, and identifying profitable opportunities and niches. Devised new products and unique applications of existing products. Marketed, structured, underwrote, negotiated, and closed numerous unusual and complex transactions, including many unique, innovative, and "first time" transactions for FSA. Personally responsible for transactions representing over \$3 billion aggregate par insured, which generated present value premiums of more than \$50 million.

Kidder Peabody & Co., New York, New York 1987 to 1989
Vice President, Kidder Peabody Mortgage Capital Corp.

Drafted and negotiated transaction documents relating to numerous structures, including servicing released and servicing retained whole loan purchases and sales, and rated and unrated pass-through securities and CMOs, both with and without credit enhancement. Coordinated parties to transactions, including issuers, trading desk, sales force, rating agencies, insurers, lawyers, accountants and investors. Signatory authority with respect to all contracts, payments, borrowings and credit arrangements, including repurchase and reverse repurchase obligations, of Kidder Peabody Mortgage Capital Corp.

Thacher Proffitt & Wood, New York, New York 1983 to 1987
Associate Attorney, Mortgage Finance Department

Structured real estate finance and secondary mortgage market transactions. Drafted and negotiated commitment letters, form documents, purchase, participation and servicing agreements and other related documents for private purchases and sales in whole loan, participation or pass-through formats for a broad range of assets, including residential, commercial and multifamily loans. Participated in the preparation of the registration package and prospectus for numerous public transactions, including pass-through certificates, CMOs and REMICs.

Educational Experience (cont'd.)

Education

Cornell Law School, Ithaca, New York
Juris Doctor, Specialization in International Law

Yale College, New Haven, Connecticut
Bachelor of Arts, Dual Major in Economics and Political Science

Appendix B

Confidential

James H. Aronoff

Publications

I have not authored, co-authored, edited or otherwise written any publications, articles, books, papers and/or presentations in the past ten years.

Prior Testimony and Expert Reports

1. *Ambac Assurance Corporation v. Countrywide Home Loans, Inc. et al*, No. 10/651612 (N.Y. Sup. Ct.)
 - a. I submitted a written report and a written rebuttal report.
 - b. I provided deposition testimony.
2. *Ambac Assurance Corporation v. EMC Mortgage, LLC (formerly known as EMC Mortgage Corporation), et al.*, No. 650421/2011 (N.Y. Sup. Ct.)
 - a. I submitted a written report, two written rebuttal reports and a written affidavit.
 - b. I provided deposition testimony.
3. *Deutsche Bank National Trust Company, as Trustee for Morgan Stanley ABS Capital I Inc. Trust 2007-HE6 v. Decision One Mortgage Company, LLC* Civil Action No. 2013 L 005823 (Cir. Ct. Cook Cty., Ill.)
 - a. I submitted a written report and a written rebuttal report.
 - b. I provided deposition testimony.
4. *MBIA Insurance Corporation v. Credit Suisse Securities (USA) LLC, et al.*, No. 603751/09 (N.Y. Sup. Ct.)
 - a. I submitted a written report and a written rebuttal report.
 - b. I provided deposition testimony.
 - c. I submitted a written direct testimony affidavit and a written rebuttal affidavit.
 - d. I provided testimony in court.
5. *Deutsche Bank National Trust Company, solely in its capacity as Trustee for Morgan Stanley Structured Trust I 2007-1 v. Morgan Stanley Mortgage Capital Holdings LLC, as Successor-by-Merger to Morgan Stanley Mortgage Capital Inc.*, Case No.: 14-CV-3020(LTS)(AJP) (S.D.N.Y.)
 - a. I submitted a written report.
 - b. I provided deposition testimony.
6. *U.S. Bank National Association, solely in its capacity as Trustee of the Home Equity Asset Trust 2007-1 (HEAT 2007-1) v. DLJ Mortgage Capital, Inc.*, No. 650369/2013 (N.Y. Sup. Ct.)
 - a. I submitted a written report.
 - b. I provided deposition testimony.
 - c. I submitted a written affidavit.
 - d. I provided testimony in court.

Confidential

7. *Financial Guaranty Insurance Company v. Morgan Stanley ABS Capital I Inc., Morgan Stanley Mortgage Capital Holdings LLC, Morgan Stanley Co., Inc., Morgan Stanley, and Saxon Mortgage Services Inc.*, No. 652914/2014 (N.Y. Sup. Ct.)
 - a. I submitted a written report.
 - b. I submitted a written reply report.
 - c. I provided deposition testimony
 - d. I submitted a written rebuttal report
8. *Ambac Assurance Corporation and The Segregated Account of Ambac Assurance Corporation v. Countrywide Home Loans, Inc., Countrywide Securities Corp., Countrywide Financial Corp., and Bank of America Corp.*, No. 653979/2014 (N.Y. Sup. Ct.)
 - a. I submitted a written report.
 - b. I submitted a written reply report.
 - c. I provided deposition testimony.
9. *Ambac Assurance Corporation and The Segregated Account of Ambac Assurance Corporation v. Nomura Credit & Capital, Inc. and Nomura Holding America, Inc.*, No. 651359/2013 (N.Y. Sup. Ct.)
 - a. I submitted a written report.
 - b. I submitted an expert rebuttal report.
 - c. I provided deposition testimony.
10. *U.S. Bank National Association, solely in its capacity as Trustee of the Home Equity Asset Trust 2006-8 (HEAT 2006-8) v. DLJ Mortgage Capital, Inc.*, No. 654157/2012 (N.Y. Sup. Ct.)
 - a. I submitted a written report.
 - b. I provided deposition testimony.
11. *U.S. Bank National Association, solely in its capacity as Trustee of the Home Equity Asset Trust 2007-2 (HEAT 2007-2) v. DLJ Mortgage Capital, Inc.*, No. 651174/2013 (N.Y. Sup. Ct.)
 - a. I submitted a written report.
 - b. I provided deposition testimony.
12. *U.S. Bank National Association, solely in its capacity as Trustee of the CSMC Asset-Backed Trust 2007-NC1 (CSMC 2007-NC1) v. DLJ Mortgage Capital, Inc.*, No. 777000/2015 (N.Y. Sup. Ct.)
 - a. I submitted a written report.
 - b. I provided deposition testimony.
13. *Ambac Assurance Corporation and The Segregated Account of Ambac Assurance Corporation v. First Franklin Corporation, Bank of America, N.A., Merrill Lynch, Pierce, Fenner & Smith, Inc., Merrill Lynch Mortgage Lending, Inc., and Merrill Lynch Mortgage Investors, Inc.*, No. 651217/2012 (N.Y. Sup. Ct.)
 - a. I submitted a written expert report.
 - b. I submitted a written expert rebuttal report.
 - c. I provided deposition testimony.
14. *U.S. Bank National Association, solely in its capacity as Trustee of the Morgan Stanley Mortgage Loan Trust 2007-2AX (MSM 2007-2AX) v. Morgan Stanley Mortgage Capital Holdings LLC, as Successor-by-Merger to Morgan Stanley Mortgage Capital Inc. and Greenpoint Mortgage Funding, Inc.* No. 650339/2013 (N.Y. Sup. Ct.)
 - a. I submitted a written report.
 - b. I provided deposition testimony.

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15. *U.S. Bank National Association, solely in its capacity as Trustee of the Home Equity Asset Loan Trust 2007-3 (HEAT 2007-3) v. DLJ Mortgage Capital Inc.* No. 651563/2013 (N.Y. Sup. Ct.)
 - a. I submitted a written report.
 - b. I submitted a two written expert rebuttal reports.
 - c. I provided deposition testimony on multiple occasions.

16. *BWCI PENSION TRUSTEES LIMITED in their capacity as Trustees of the Deferred Retirement Annuity Trust Scheme v. PROVIDENCE CAPITAL HOLDINGS, LLC, CAMBRIDGE CAPITAL GROUP, LLC, CAMBRIDGE CAPITAL GROUP ADVISORS, LLC, A&T DEVELOPMENT, LLC, HOWARD & ASSOCIATES ATTORNEYS AT LAW, P.A., and TIMOTHY HOWARD*, No. 502018CA004464XXXXMB (FL. 15th Circuit Ct)
 - a. I submitted a written affidavit.

17. *In the Matter of the Trust Established under the Pooling and Servicing Agreement relating to the Wachovia Bank Commercial Mortgage Trust, Commercial Mortgage Pass-Through Certificates, Series 2007-C30* Case No. 19-cv-1387 (D. Minn.)
 - a. I submitted a written report.
 - b. I submitted a written expert rebuttal report.
 - c. I provided deposition testimony.

18. *Deutsche Bank National Trust Company, solely in its capacity as Trustee for the Morgan Stanley ABS Capital I Inc. Trust, Series 2007-NCI v. Morgan Stanley ABS Capital I Inc.*, Index No. 650291/2013 (Sup. Ct. N.Y. Cnty.)
 - a. I submitted a written report.
 - b. I submitted two written expert rebuttal report.
 - c. I provided deposition testimony.

19. *Deutsche Bank National Trust Company, solely in its capacity as Trustee for the Morgan Stanley ABS Capital I Inc. Trust, Series 2007-NC3 v. Morgan Stanley ABS Capital I Inc.*, Index No. 651959/2013 (Sup. Ct. N.Y. Cnty.)
 - a. I submitted a written report.
 - b. I submitted two written expert rebuttal report.
 - c. I provided deposition testimony.

20. *RMBS Recovery Holdings I, LLC et al., v. HSBC Bank USA, National Association*, Case No. 2017-7583 (Circuit Ct. VA, Fairfax Cnty.)
 - a. I submitted a written report.

21. *Jessica Jones and Christina Lorenzen on Behalf of Themselves and All Other Similarly Situated, v. Varsity Brands, LLC et al*, Case No. 2:20-cv-02892
 - a. I submitted a written report.
 - b. I submitted a written expert rebuttal report.
 - c. I provided deposition testimony.

22. *In the Matter of the Application of Wells Fargo Bank National Association (as Trustee, Securities Administrator of Certain Residential Mortgage-Backed Securities Trusts), Petitioner, For Judicial Instructions Under CPLR Article 77 on the Administration and Distribution of Subsequent Recoveries and Proper Allocation of Related Write-ups*, Index No 154984/2021 (Sup Ct. N.Y. Cnty.)
 - a. I submitted two written affidavits.

23. *United States of America, v. UBS Securities LLC, UBS AG Mortgage Asset Securitization Transactions, Inc., and UBS Real Estate Securities, Inc.*, Civil Action No. cv18-6369 (E.D.N.Y.)
 - a. I submitted a written report.