

At IAS Part __, of the Supreme Court of the State of New York, held in and for the County of New York, at the Courthouse, 60 Centre Street, New York, New York, on the ___ day of _____, 2021

PRESENT:

Hon. _____
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 (as Trustee,
Securities Administrator, Paying Agent, and/or
Calculation Agent under various Pooling and Servicing
Agreements),

Petitioner,

for judicial instructions pursuant to CPLR Article 77.

Index No.

ORDER TO SHOW CAUSE

Upon reading and filing the annexed Petition (the “Petition”) filed by U.S. Bank National Association (“U.S. Bank” or “Petitioner”) dated October 18, 2021; the Affirmation of Nidhi Nina Yadava dated October 18, 2021 (the “Yadava Affirmation”) and the exhibits annexed thereto; and U.S. Bank’s Memorandum of Law in Support of Petition dated October 18, 2021,

SUFFICIENT CAUSE THEREFORE BEING ALLEGED, IT IS

1. ORDERED that certificateholders and any other persons claiming an interest in the “Subject Trusts” as that term is defined in the Petition (each, a “Potentially Interested Person,” and all such persons collectively, “Potentially Interested Persons”) show cause at IAS Part in Room ___ of New York County Courthouse, 60 Centre Street, New York, New York, on _____, 202__ at _____ (the “Final Hearing”), why an order and judgment should not be entered granting the relief sought in the Petition; resolving the questions presented by the

Petition and directing the Petitioner as the Court may so order; permanently barring litigation outside the context of this proceeding on any question, issue, objection, claim, or concern related to the matters addressed in the Petition; and for such other and further relief as this Court deems just and proper; and it is further

2. ORDERED that within twenty-one (21) days of the entry of this Order, Petitioner shall cause notice of this proceeding and of the Final Hearing to be provided by:

- a. mailing, by first class registered mail, a copy of a notice substantially in the form attached as Exhibit 1 to the Yadava Affirmation (the “Notice”) to all certificateholders listed on the certificate registry for each Subject Trust as of the date of the commencement of this action;
- b. electronically transmitting the Notice to The Depository Trust Company (“DTC”) to be posted to DTC’s online Legal Notice System (LENS) in accordance with its established procedures;
- c. posting the Notice on the Petitioner’s investor reporting website; and
- d. posting the Notice and all papers filed on the public docket in connection with this proceeding to a website created and maintained by Petitioner for this purpose, the address of which is identified in the Notice;

(collectively, the “Notice Program”); and it is further

3. ORDERED that the Notice Program is reasonable, adequate, and is the best notice practicable, is reasonably calculated to put interested parties on notice of this action, constitutes due and sufficient notice of this proceeding in satisfaction of federal and state due process requirements and other applicable law, and is hereby approved; and it is further

4. ORDERED that within fourteen (14) days of providing notice of this proceeding in accordance with the Notice Program, Petitioner shall file with the Court proof of compliance with the Notice Program in the form of one or more affidavit(s) of service made on personal knowledge; and it is further

5. ORDERED that any Potentially Interested Person who wishes to be heard on the

merits of the matters presented in the Petition may appear by counsel, or, subject to the limitation imposed by CPLR 321(a), in person at the Final Hearing and, subject to further order of the Court, may present such evidence or argument as may be proper and relevant; provided, however, that except for good cause shown, no Potentially Interested Person shall be heard and nothing submitted by any Potentially Interested Person shall be considered by the Court unless such Potentially Interested Person files and serves an answer to the Petition, setting forth the Potentially Interested Person's notice of intention to appear, along with a description of the nature of such Potentially Interested Person's interest with respect to the Subject Trusts and a statement of such Potentially Interested Person's objection or other position as to any matters before the Court, and the grounds therefor, as well as any supporting documents (the "Submission"), on or before _____, 202__; provided, however, further, that the filing of a Submission or other papers with the Court by any appearing person shall not preclude or prevent any other appearing person or Petitioner from challenging such appearing person's legal standing or right to appear in this proceeding on any grounds; and it is further

6. ORDERED that any Submission and any other written motions and papers required or permitted to be filed for any purpose in this proceeding (such as motions, briefs, notices of appearances, or other filings) shall be subject to the following requirements. Such papers shall be double-spaced and shall not exceed a total of fifteen (15) pages, not including documentary evidence, exhibits, or schedules thereto, unless an expansion of this page limitation is granted by the Court in advance of filing. For example, an answer with a notice of intention to appear, statement of grounds for the objection or other position, and memorandum of law in support shall together not exceed fifteen (15) pages; and it is further

7. ORDERED that all papers required or permitted to be served by Petitioner or any

party who appears shall be served by filing on “New York State Court’s Electronic Filing” system (“NYSCEF”), unless a party or recipient is exempt from NYSCEF, in which case service shall be made by overnight mail or personal delivery; and it is further

8. ORDERED that a preliminary status conference with counsel will be held on _____, 2021 at ____ (the “Preliminary Status Conference”) to discuss scheduling of future proceedings herein; and it is further

9. ORDERED that no Potentially Interested Person (other than Potentially Interested Persons who are natural persons) will be heard at the Preliminary Status Conference unless such Potentially Interested Person’s counsel has filed a notice of appearance by electronic filing, by the date of the Preliminary Status Conference; and it is further

10. ORDERED that a procedure and schedule for responses, if any, to Submissions shall be addressed at the Preliminary Status Conference; and it is further

11. ORDERED that the Court hereby retains exclusive jurisdiction over Petitioner, the Subject Trusts, and all beneficiaries in the Subject Trusts as well as any parties claiming any interests in the Subject Trusts (whether past, present or future) for all matters relating to the Petition and this proceeding; and it is further

12. ORDERED that any Potentially Interested Person who fails to appear at the Final Hearing or fails to answer the Petition in the manner described herein shall be deemed to have waived the right to be heard on the questions presented by the Petition and from appealing any order, resolution, or judgment issued in this proceeding and shall be forever and finally barred from raising the right to be heard on such questions in this or any other action or proceeding, unless the Court orders otherwise; and it is further

13. ORDERED that the Petitioner shall cause “Post-Zero Balance Collections,” as that

term is defined in the Petition, net of any expenses and other fees payable under the applicable governing contracts (the “Escrow Funds”) to be maintained on deposit, escrowed in a subaccount of the distribution account associated with each Subject Trust on an invested basis, until such time that the Court enters an order concerning the appropriate distribution of such funds and directing such distributions in accordance therewith, pursuant to the terms of an escrow agreement substantially in the form attached as Exhibit 2 to the Yadava Affirmation; and it is further

14. ORDERED that the Petitioner shall use commercially reasonable efforts to cause Escrow Funds to be invested and reinvested in the Morgan Stanley Institutional Liquidity Funds Treasury Securities Portfolio (Institutional Share Class) (ticker: MSUXX); and it is further

15. ORDERED that any earnings on the Escrow Funds shall be reinvested and inure to the benefit of certificateholders, and that Petitioner will not receive fees, interest, or other direct monetary benefit as a result of the Escrow Funds; and it is further

16. ORDERED that the investment earnings accrued on the Escrow Funds will be treated as principal amount received on the mortgage loans. Any issues concerning the distribution of investment earnings will be addressed in this Court’s instructions issued at the conclusion of this proceeding.

ENTER:

J.S.C.