

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.

**AFFIRMATION OF NIDHI
 NINA YADAVA IN
 SUPPORT OF PETITION
 AND PROPOSED ORDER
 TO SHOW CAUSE**

I, Nidhi Nina Yadava, an attorney admitted to practice in the courts of the State of New York, affirm the following under penalty of perjury, pursuant to New York Civil Practice Law and Rule (“CPLR”) § 2106(a):

1. I am a partner with Jones Day, counsel to U.S. Bank National Association, solely in its capacities as trustee, securities administrator, paying agent, and/or calculation agent (as named in such role or as successor to the named party, the “**Petitioner**”), in this matter.

2. I submit this affirmation in support of (i) the Petition (the “**Petition**”), dated October 18, 2021, for the seventy-six residential mortgage-backed securitization trusts identified in Exhibit A to the Petition (the “**Subject Trusts**”), and (ii) the proposed Order to Show Cause filed contemporaneously with the Petition (as may be modified when entered by this Court, the “**Order to Show Cause**”).

3. Pursuant to CPLR Section 7701, the Petition seeks judicial instruction concerning the interpretation and application of certain provisions of the contracts governing the Subject Trusts (the “**Governing Agreements**”) with respect to issues regarding (i) the manner in which distributions are calculated and applied under the waterfalls after the aggregate outstanding principal balances of the Class A, Class M, and/or Class B classes of certificates are reduced to

zero, and (ii) the treatment of borrower payments of deferred or forborne principal, interest, and/or other amounts on mortgages that have been subject to servicer modifications in connection with a default or a reasonably foreseeable default (as determined by servicers), which is a subsidiary issue that has the potential to impact issue (i).

NOTICE PROGRAM

4. Under the Order to Show Cause, Petitioner proposes a notice program (the “**Notice Program**”) to put certificateholders and other potentially interested persons (collectively, “**Potentially Interested Persons**”) on notice of the Petition and this proceeding. Although there are currently no adverse parties of which Petitioner is aware, persons that may have a potential interest in the subject matter of the Petition and this proceeding include holders of certificates issued in connection with the Subject Trusts.

5. Under the Notice Program, Petitioner would:

- (a) mail a copy of its notice concerning this proceeding, substantially in the form attached as Exhibit 1 hereto (the “**Notice**”), by first class registered mail, to certificateholders listed on the certificate registry for each Subject Trust as of the date of the commencement of this action;
- (b) provide 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) post the Notice on the Petitioner’s investor reporting website; and
- (d) post the Notice and all papers subsequently filed on the public docket in connection with this proceeding to a website created and maintained by Petitioner for this purpose.

ESCROW

6. As detailed in the Order to Show Cause, Petitioner requests that the Court direct Petitioner to cause “**Post-Zero Balance Collections**”¹ (as defined in the Petition) for each Subject Trust net of any expenses and other fees payable under the Governing Agreements (the “**Escrow Funds**”) to be maintained on deposit in escrow pursuant to an escrow agreement (the “**Escrow Agreement**”) substantially in the form attached as Exhibit 2 to this affirmation.

7. U.S. Bank National Association, solely in its individual, non-trustee capacity, is designated as the “**Escrow Agent**” under the Escrow Agreement.

8. The Escrow Agent will not receive any fees, interest, or other direct monetary benefit under the Escrow Agreement and neither will Petitioner or other parties involved in administration of the Subject Trusts pursuant to the Governing Agreements.

9. Petitioner also requests that the Court direct Petitioner to use commercially reasonable efforts to cause the Escrow Funds to be invested and reinvested in a designated high quality money market fund, Morgan Stanley Institutional Liquidity Funds Treasury Securities Portfolio (Institutional Share Class) (ticker: MSUXX), with any earnings thereon to accrue to the benefit of certificateholders.

10. An Order directing Petitioner to cause the Escrow Funds for each Subject Trust to be maintained in escrow is appropriate in this case to maintain the status quo and ensure that the funds are available to properly implement this Court’s instructions.

¹ “**Deferred Principal Collections**” (as defined in the Petition) may be included within Post-Zero Balance Collections for a particular Subject Trust, and thus certain Deferred Principal Collections may be included in escrowed funds. However, Petitioner is not proposing to hold in escrow any Deferred Principal Collections that do not constitute Post-Zero Balance Collections—*i.e.*, with respect to any Deferred Principal Collections for Subject Trusts where the Class A, M, and/or B classes are outstanding, Petitioner intends to continue to apply and distribute such amounts consistent with its existing practices.

NO PRIOR REQUEST AND EX PARTE ENTRY OF ORDER TO SHOW CAUSE

11. No prior request or application for relief has been sought by Petitioner concerning the questions and issues raised in the Petition.

12. Petitioner is seeking entry of the Order to Show Cause on an ex parte basis to minimize disruption in the markets for certificates issued in connection with the Subject Trusts and to ensure that no Potentially Interested Person has an unfair advantage with respect to the questions and issues raised in the Petition. This application is made in good faith and to promote the ends of justice.

* * *

WHEREFORE, Petitioner respectfully requests that the Court enter the Order to Show Cause and grant the Petitioner such other, further and different relief as the Court considers just and proper.

Dated: October 18, 2021
New York, New York

/s/ Nidhi Nina Yadava

Nidhi Nina Yadava