

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

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In the Matter of the Application of	:	Index No. 150973/2016
	:	IAS Part 39
THE BANK OF NEW YORK MELLON, in its	:	Justice Scarpulla
Capacity as Trustee or Indenture Trustee of 530	:	
Countrywide Residential Mortgage-Backed	:	Mot. Seq. 001
Securitization Trusts,	:	
	:	<b>NOTICE OF</b>
Petitioner,	:	<b>SETTLEMENT OF</b>
	:	<b>COUNTER-PROPOSED</b>
For Judicial Instructions under CPLR Article 77	:	<b>PARTIAL FINAL</b>
on the Distribution of a Settlement Payment.	:	<b>JUDGMENT</b>
	:	<b>(FOURTEEN TRUSTS)</b>

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PLEASE TAKE NOTICE that the annexed Counter-Proposed Partial Final Judgment (Fourteen Trusts) (the “Counter-Proposed Judgment”), which is attached as Exhibit A hereto, will be presented to this Court, at the Commercial Division Support Office, Room 119A, 60 Centre Street, New York, New York, on May 30, 2017 or as soon thereafter as counsel may be heard, for settlement and signature. The Counter-Proposed Partial Final Judgment (Fourteen Trusts) is being submitted in accordance with the decision of the Honorable Saliann Scarpulla, J.S.C., signed March 31, 2017 and entered on the docket of this action on April 4, 2017 as NYSECF document number 193.

American International Group, Inc. (“AIG”); AEGON; BlackRock Financial Management, Inc. (“BlackRock”); Center Court, LLC; and certain of their affiliates (together, the “Senior Holders”) respectfully request that the Court so-order the Counter-Proposed Judgment. The Senior Holders further respectfully request that the Court reject the proposed judgment that was filed by counsel for Prosirris Capital Management LP and Tilden Park Capital

Management LP. A comparison of the Counter-Proposed Judgment to the Proposed Judgment that Prosirris Capital Management LP and Tilden Park Capital Management LP submitted on May 24, 2017 (Dkt. Nos. 254-55) (“Prosirris and Tilden Park’s Proposed Judgment”) is attached as Exhibit B hereto.

Prosirris and Tilden Park’s Proposed Judgment asks the Court to direct the Trustee to immediately distribute the settlement payment to the fourteen trusts at issue (the “Fourteen Trusts”) (defined at Dkt. No. 255 at 3) pursuant to the Court’s Decision/Order that was entered April 4, 2017 (Dkt. No. 193) (the “Order”). However, their proposed judgment is irresponsibly premature because the distribution methodology for the Fourteen Trusts is currently being challenged both in this Court and before the Appellate Division. AIG, AEGON, and BlackRock filed a Motion for Leave to Reargue on May 5, 2017 (Dkt. Nos. 231-43), which was fully submitted on May 23, 2017. AIG, along with AEGON and BlackRock, filed separate appeals of the Order on May 4, 2017 (Dkt. Nos. 196-200); Center Court, LLC appealed the Order on May 5, 2017 (Dkt. Nos. 244-47); and Prosirris and Tilden Park filed a cross-appeal on May 15, 2017 (Dkt. Nos. 248-49). Once a distribution is effected, in the event that the methodology reflected in the Order is reconsidered by this Court or modified on appeal, it would be impossible to claw back the Settlement Payment from third-party certificateholders and redistribute the appropriate amounts to the Senior Holders.

For that reason, and in order to avoid irreparably prejudicing the Senior Holders, the Settlement Payment should not be distributed to the Fourteen Trusts until there is a final resolution of this action. It is simply too soon to enter judgment and distribute the settlement funds now, while the question of the proper distribution methodology remains unresolved. The Counter-Proposed Judgment therefore requires that the Settlement Payment allocated to the

Fourteen Trusts will remain in escrow until the pending Motion for Leave to Reargue and appeals are fully resolved.

The Senior Holders respectfully urge the Court to enter the annexed Counter-Proposed Judgment.

DATED: May 30, 2017  
New York, New York

QUINN EMANUEL URQUHART & SULLIVAN, LLP

By: /s/ Jordan A. Goldstein  
Michael B. Carlinsky  
Jordan A. Goldstein  
David D. Burnett  
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New York, New York 10010-1601  
(212) 849-7000

*Attorneys for Respondents American International Group, Inc.; AIG Financial Products Corp.; AIG Property Casualty Company; American General Life Insurance Company; American Home Assurance Company; American International Reinsurance Company, Ltd.; Commerce and Industry Insurance Company; Lexington Insurance Company; National Union Fire Insurance Company of Pittsburgh, PA; The United States Life Insurance Company in the City of New York; and The Variable Annuity Life Insurance Company*

WARNER PARTNERS, P.C.

By: /s/ Kenneth E. Warner  
Kenneth E. Warner  
950 Third Avenue, 32nd Floor  
New York, New York 10022  
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GIBBS & BRUNS LLP  
Kathy D. Patrick (*pro hac vice*)  
Robert J. Madden (*pro hac vice*)  
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1100 Louisiana, Suite 5300  
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*Attorneys for Respondents AEGON and BlackRock Financial Management, Inc.*

McKool Smith, P.C.

By: /s/ Gayle R. Klein  
Gayle R. Klein  
Robert W. Scheef  
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Melody L. McGowin  
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New York, New York 10036  
(212) 402-9400

*Attorneys for Center Court, LLC*

# EXHIBIT

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

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In the Matter of the Application of	:	Index No. 150973/2016
	:	IAS Part 39
THE BANK OF NEW YORK MELLON, in its	:	Justice Scarpulla
Capacity as Trustee or Indenture Trustee of 530	:	
Countrywide Residential Mortgage-Backed	:	Mot. Seq. 001
Securitization Trusts,	:	
	:	<b>COUNTER-PROPOSED</b>
	:	<b>PARTIAL FINAL</b>
	:	<b>JUDGMENT</b>
	:	<b>(FOURTEEN TRUSTS)</b>
For Judicial Instructions under CPLR Article 77	:	
on the Distribution of a Settlement Payment.	:	

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APPEARANCES:

MAYER BROWN LLP (Matthew D. Ingber and Michael O. Ware, of counsel)  
*Attorneys for Petitioner The Bank of New York Mellon in its capacity as Trustee  
or Indenture Trustee of the Covered Trusts (the "Trustee")*

QUINN EMANUEL URQUHART & SULLIVAN LLP (Michael B. Carlinsky,  
Jordan A. Goldstein, and David D. Burnett, of counsel)  
*Attorneys for Respondents American International Group, Inc.; AIG Financial  
Products Corp.; AIG Property Casualty Company; American General Life  
Insurance Company; American Home Assurance Company; American  
International Reinsurance Company, Ltd.; Commerce and Industry  
Insurance Company; Lexington Insurance Company; National Union Fire  
Insurance Company of Pittsburgh, PA; The United States Life Insurance  
Company in the City of New York; and The Variable Annuity Life Insurance  
Company ("AIG")*

SCHLAM STONE & DOLAN LLP (John M. Lundin, of counsel)  
*Attorneys for Respondents Blue Mountain Credit Alternatives Master Fund  
L.P., BlueMountain Guadalupe Peak Fund L.P., Blue Mountain Monteners  
Master Fund SCA SICAV-SIF, BlueMountain Kicking Horse Fund L.P.,  
BlueMountain Logan Opportunities Master Fund L.P., BlueMountain  
Foinaven Master Fund L.P., and BlueMountain Credit Opportunities Master  
Fund I L.P.*

McKOOL SMITH, P.C. (Gayle R. Klein, Robert W. Scheef, Matthew P. Rand  
and Melody L. McGowin, of counsel)  
*Attorneys for Respondent Center Court, LLC*

WARNER PARTNERS, P.C. (Kenneth E. Warner, of counsel) and GIBBS & BRUNS LLP (Kathy D. Patrick, Robert J. Madden and David Sheeren, all pro hac vice, of counsel)

*Attorneys for Respondents AEGON (including Transamerica Life Insurance Company, AEGON Financial Assurance Ireland Limited, Transamerica Life International (Bermuda) Ltd., Monumental Life Insurance Company, Transamerica Advisors Life Insurance Company, AEGON Global Institutional Markets, plc, LIICA Re II, Inc., Pine Falls Re, Inc., Transamerica Financial Life Insurance Company, Stonebridge Life Insurance Company, and Western Reserve Life Assurance Co. of Ohio); BlackRock Financial Management, Inc.; Federal Home Loan Bank of Atlanta; Federal National Mortgage Association; Goldman Sachs Asset Management L.P.; Invesco Advisers, Inc.; Kore Advisors, L.P.; Metropolitan Life Insurance Company; Nationwide Mutual Insurance Company and its affiliate companies; Neuberger Berman Europe Limited; Pacific Investment Management Company LLC; Teachers Insurance and Annuity Association of America; Thrivent Financial for Lutherans; Trust Company of the West and the affiliated companies controlled by The TCW Group, Inc.; Voya Investment Management LLC; and Western Asset Management Company*

MOLOLAMKEN LLP (Steven F. Molo and Justin M. Ellis, of counsel)  
*Attorneys for Respondents Prosirris Capital Management LP ("Prosirris") and Tilden Park Capital Management LP ("Tilden Park")*

WOLLMUTH MAHER & DEUTSCH LLP (Michael C. Ledley, of counsel) and PERRY, JOHNSON, ANDERSON, MILLER & MOSKOWITZ LLP (Isaac M. Gradman, pro hac vice, of counsel)  
*Attorneys for TIG Securitized Asset Master Fund LP ("TIG")*

WHEREAS, the Trustee commenced this proceeding under CPLR Article 77 to obtain judicial instructions on the distribution of a settlement payment in the amount of \$8.5 billion (the "Settlement Payment") to which it had become entitled in its capacity as trustee or indenture trustee of the 530 residential mortgage-backed securities trusts (the "Covered Trusts") specified in Exhibit A to the Verified Petition herein under a settlement agreement dated June 28, 2011 (the "Settlement Agreement");

WHEREAS, under the Settlement Agreement, each Covered Trust has been assigned an "Allocable Share" of the overall Settlement Payment;



WHEREAS, by Order to Show Cause dated February 5, 2016 (the “February 5 Order”) the Court directed the Trustee to serve the Verified Petition and certain other materials on investors (“Certificateholders”) in the Covered Trusts and certain other persons, and directed that interested persons answer the Verified Petition;

WHEREAS, the February 5 Order authorized and directed the Trustee to place the Settlement Payment in escrow with The Bank of New York Mellon as escrow agent;

WHEREAS, the Court has been advised that the escrow provisions of the February 5 Order have been complied with and that the Settlement Payment, plus the earnings thereon and less amounts distributed pursuant to the Prior Partial Judgments discussed below, is currently invested as directed in the February 5 Order;

WHEREAS, the Court has previously resolved this proceeding as to 515 of the Covered Trusts by partial final judgments (the “Prior Partial Judgments”) entered on consent on May 12, 2016, and November 29, 2016, leaving for the determination by the Court disputed contentions concerning fifteen Covered Trusts. This Partial Final Judgment pertains to CWALT 2005-61, CWALT 2005-69, CWALT 2005-72, CWALT 2005-76, CWALT 2005-IMI, CWALT 2006-OA10, CWALT 2006-OA14, CWALT 2006-OA3, CWALT 2006-OA7, CWALT 2006-OA8, CWALT 2007-OA3, CWALT 2007-OA8, CWHL 2006-3 and CWHL 2006-OA5 (together, the “Fourteen Trusts”);

WHEREAS, on August 31, 2016, the Court heard oral argument from all counsel on the Fourteen Trusts;

WHEREAS, the Court, in its Decision and Order dated March 31, 2017 and entered April 4, 2017 (the “Order”), severed and granted (in the manner set forth in the Order) the

branch of the Verified Petition seeking judicial instructions concerning the Fourteen Trusts, and directed the settlement of judgment;

WHEREAS, AEGON, AIG, and BlackRock Financial Management, Inc. (“BlackRock”) filed a Motion for Leave to Reargue on May 5, 2017 (Dkt. Nos. 231-43), which was fully submitted on May 23, 2017, requesting a deposition of a corporate representative of the Trustee and requesting that the Court reconsider the distribution methodology set forth in the Order;

WHEREAS, granting the Motion for Leave to Reargue could lead this Court to issue a new or modified order which supersedes the distribution methodology set forth in the Order;

WHEREAS, AIG appealed the Order to the First Department on May 4, 2017, as to two of the Fourteen Trusts (Dkt. Nos. 196-197); AEGON and BlackRock appealed the Order to the First Department on May 4, 2017, as to the Fourteen Trusts (Dkt. Nos. 199-200); Center Court, LLC appealed the entire Order to the First Department on May 5, 2017 (Dkt. Nos. 244-49); and Prosirris and Tilden Park filed a cross-appeal in the First Department on May 15, 2017, as to the Fourteen Trusts (Dkt. Nos. 248-49) (collectively, the “Appeals”);

WHEREAS, the First Department may grant one or more of the pending Appeals, which could require this Court to revise the Order and order a new distribution methodology for the Fourteen Trusts;

WHEREAS, it is therefore premature for the Court to order entry of judgment on the Fourteen Trusts, directing the Trustee to distribute the settlement payment to the Fourteen Trusts using a specific distribution methodology, until the Motion for Leave to

Reargue and the Appeals are fully resolved and the correct distribution methodology has been fully and finally determined;

WHEREAS, once the Motion for Leave to Reargue and the Appeals are fully resolved, the Court will direct the Parties to settle judgment based on the final distribution methodology for the Fourteen Trusts, after which the Court will enter a “Future Partial Final Judgment” on the Fourteen Trusts;

WHEREAS, as used herein, the term “Judgment Entry Date” means the future date on which the Clerk’s docketing of the Future Partial Final Judgment first appears publicly on the New York State Court Electronic Filing System, without regard to when the Court actually signs or the Clerk actually enters the Future Partial Final Judgment;

WHEREAS, as used herein the term “Transfer Month” means the month of the Judgment Entry Date if the Judgment Entry Date is on or before the fifteenth calendar date of that month, and otherwise the month immediately following;

WHEREAS, as used herein, the term “Transfer Target Date” means the twenty-second day of the Transfer Month; and

WHEREAS, as used herein, the term “AS Distribution Date” means, for each of the Fourteen Trusts, that trust’s next distribution date following the Transfer Target Date,

NOW, THEREFORE, on the motion of Quinn Emanuel Urquhart & Sullivan, LLP, attorneys for AIG; Warner Partners, P.C. and Gibbs & Bruns LLP, attorneys for AEGON and BlackRock; and McKool Smith, P.C., attorneys for Center Court, LLC, it is hereby

ORDERED, ADJUDGED and DECREED that, once the Future Partial Final Judgment is docketed, and no later than the Transfer Target Date, for each of the Fourteen Trusts the Trustee is to reduce to cash escrow assets with a value equal to that trust’s

Allocable Share plus the earnings thereon and to deposit that amount in that trust's distribution account or payment account, as applicable. From the time of that deposit, the amount so deposited will be treated as that trust's Allocable Share for all purposes under the Settlement Agreement; and it is further

ORDERED, ADJUDGED and DECREED that sums representing interest on the Allocable Share of each of the Fourteen Trusts not received by the Trustee at the time of the deposit directed by the immediately preceding paragraph ("Trailing Interest") shall be distributed to certificateholders in that trust in the month it is received unless such receipt takes place after that month's determination date, in which event distribution will be effected in the month after the month in which the Trailing Interest is received. Trailing Interest shall be distributed within each of the Fourteen Trusts in the manner the Settlement Agreement, the relevant Governing Agreements, and the Future Partial Final Judgment provide for distribution of the Allocable Share; and it is further

ORDERED, ADJUDGED and DECREED that the Trustee shall distribute the Allocable Share of each of the Fourteen Trusts on that trust's AS Distribution Date in accordance with the Future Partial Final Judgment; and it is further

ORDERED, ADJUDGED and DECREED that no party may have costs or disbursements of this proceeding insofar as it concerned the Fourteen Trusts; and it is further

ORDERED that the Clerk of New York County be, and he hereby is, directed to enter this Partial Final Judgment forthwith and without delay.

Dated: New York, New York

\_\_\_\_\_, 2017

\_\_\_\_\_  
Hon. Saliann Scarpulla, J.S.C.

Judgment signed and entered this \_\_\_\_\_ day of \_\_\_\_\_, 2017.

\_\_\_\_\_  
Clerk of New York County

# EXHIBIT

# B

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

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In the Matter of the Application of	:	Index No. 150973/2016
	:	IAS Part 39
THE BANK OF NEW YORK MELLON, in its Capacity	:	Justice Scarpulla
as Trustee or Indenture Trustee of 530 Countrywide	:	
Residential Mortgage-Backed Securitization Trusts,	:	Mot. Seq. 001
 Petitioner,	:	<b><u>COUNTER-PROPOSED</u></b>
	:	<b>PARTIAL FINAL</b>
For Judicial Instructions under CPLR Article 77 on the	:	<b>JUDGMENT</b>
Distribution of a Settlement Payment.	:	<b>(FOURTEEN TRUSTS)</b>
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APPEARANCES:

MAYER BROWN LLP (Matthew D. Ingber and Michael O. Ware, of counsel)  
*Attorneys for Petitioner The Bank of New York Mellon in its capacity as Trustee  
or Indenture Trustee of the Covered Trusts (the "Trustee")*

QUINN EMANUEL URQUHART & SULLIVAN LLP (Michael B. Carlinsky,  
Jordan A. Goldstein, and David D. Burnett, ~~and Joshua Margolin~~, of counsel)  
*Attorneys for Respondents American International Group, Inc.; AIG Financial  
Products Corp.; AIG Property Casualty Company; American General Life  
Insurance Company; American Home Assurance Company; American  
International Reinsurance Company, Ltd.; Commerce and Industry Insurance  
Company; Lexington Insurance Company; National Union Fire Insurance  
Company of Pittsburgh, PA; The United States Life Insurance Company in the  
City of New York; and The Variable Annuity Life Insurance Company  
("AIG")*

SCHLAM STONE & DOLAN LLP (John M. Lundin, of counsel)  
*Attorneys for Respondents Blue Mountain Credit Alternatives Master Fund L.P.,  
BlueMountain Guadalupe Peak Fund L.P., Blue Mountain Monteners  
Master Fund SCA SICAV-SIF, BlueMountain Kicking Horse Fund L.P.,  
BlueMountain Logan Opportunities Master Fund L.P., BlueMountain  
Foinaven Master Fund L.P., and BlueMountain Credit Opportunities Master  
Fund I L.P.*

McKOOL SMITH, P.C. (Gayle R. Klein, Robert W. Scheef, Matthew P. Rand  
and Melody L. McGowin, of counsel)  
*Attorneys for Respondent Center Court, LLC*

WARNER PARTNERS, P.C. (Kenneth E. Warner, of counsel) and GIBBS & BRUNS LLP (Kathy D. Patrick, Robert J. Madden and David Sheeren, all pro hac vice, of counsel)

*Attorneys for Respondents AEGON (including Transamerica Life Insurance Company, AEGON Financial Assurance Ireland Limited, Transamerica Life International (Bermuda) Ltd., Monumental Life Insurance Company, Transamerica Advisors Life Insurance Company, AEGON Global Institutional Markets, ~~plc~~, LIICA Re II, Inc., Pine Falls Re, Inc., Transamerica Financial Life Insurance Company, Stonebridge Life Insurance Company, and Western Reserve Life Assurance Co. of Ohio); BlackRock Financial Management, Inc.; Federal Home Loan Bank of Atlanta; Federal National Mortgage Association; Goldman Sachs Asset Management L.P.; Invesco Advisers, Inc.; Kore Advisors, L.P.; Metropolitan Life Insurance Company; Nationwide Mutual Insurance Company and its affiliate companies; Neuberger Berman Europe Limited; Pacific Investment Management Company LLC; Teachers Insurance and Annuity Association of America; Thrivent Financial for Lutherans; Trust Company of the West and the affiliated companies controlled by The TCW Group, Inc.; Voya Investment Management LLC; and Western Asset Management Company*

MOLOLAMKEN LLP (Steven F. Molo and Justin M. Ellis, of counsel)  
*Attorneys for Respondents Prosirris Capital Management LP ("Prosirris") and Tilden Park Capital Management LP ("Tilden Park")*

WOLLMUTH MAHER & DEUTSCH LLP (Michael C. Ledley, of counsel) and PERRY, JOHNSON, ANDERSON, MILLER & MOSKOWITZ LLP (Isaac M. Gradman, pro hac vice, of counsel)  
*Attorneys for TIG Securitized Asset Master Fund LP ("TIG")*

WHEREAS, the Trustee commenced this proceeding under CPLR Article 77 to obtain judicial instructions on the distribution of a settlement payment in the amount of \$8.5 billion (the "Settlement Payment") to which it had become entitled in its capacity as trustee or indenture trustee of the 530 residential mortgage-backed securities trusts (the "Covered Trusts") specified in Exhibit A to the Verified Petition herein under a settlement agreement dated June 28, 2011 (the "Settlement Agreement"); and,

WHEREAS, under the Settlement Agreement, each Covered Trust has been assigned an "Allocable Share" of the overall Settlement Payment; and,



WHEREAS, by Order to Show Cause dated February 5, 2016 (the “February 5 Order”) the Court directed the Trustee to serve the Verified Petition and certain other materials on investors (“Certificateholders”) in the Covered Trusts and certain other persons, and directed that interested persons answer the Verified Petition; ~~and,~~

WHEREAS, the February 5 Order authorized and directed the Trustee to place the Settlement Payment in escrow with The Bank of New York Mellon as escrow agent; ~~and,~~

WHEREAS, the Court has been advised that the escrow provisions of the February 5 Order have been complied with and that the Settlement Payment, plus the earnings thereon and less amounts distributed pursuant to the Prior Partial Judgments discussed below, is currently invested as directed in the February 5 Order; ~~and,~~

WHEREAS, the Court has previously resolved this proceeding as to 515 of the Covered Trusts by partial final judgments (the “Prior Partial Judgments”) entered on consent on May 12, 2016, and November 29, 2016, leaving for the determination by the Court disputed contentions concerning fifteen Covered Trusts. This Partial Final Judgment ~~resolves the case as~~ pertains to CWALT 2005-61, CWALT 2005-69, CWALT 2005-72, CWALT 2005-76, CWALT 2005-IM1, CWALT 2006-OA10, CWALT 2006-OA14, CWALT 2006-OA3, CWALT 2006-OA7, CWALT 2006-OA8, CWALT 2007-OA3, CWALT 2007-OA8, CWHL 2006-3 and CWHL 2006-OA5 (together, the “Fourteen Trusts”); ~~and,~~

WHEREAS, on August 31, 2016, the Court heard oral argument from all counsel on the Fourteen Trusts; ~~and,~~

WHEREAS, the Court, in its Decision/and Order dated March 31, 2017 and entered April 4, 2017 (the “Order”), severed and granted (in the manner set forth in the Order) the

branch of the Verified Petition seeking judicial instructions concerning the Fourteen Trusts, and directed the settlement of judgment; and,

WHEREAS, AEGON, AIG, and BlackRock Financial Management, Inc. (“BlackRock”) filed a Motion for Leave to Reargue on May 5, 2017 (Dkt. Nos. 231-43), which was fully submitted on May 23, 2017, requesting a deposition of a corporate representative of the Trustee and requesting that the Court reconsider the distribution methodology set forth in the Order;

WHEREAS, granting the Motion for Leave to Reargue could lead this Court to issue a new or modified order which supersedes the distribution methodology set forth in the Order;

WHEREAS, AIG appealed the Order to the First Department on May 4, 2017, as to two of the Fourteen Trusts (Dkt. Nos. 196-197); AEGON and BlackRock appealed the Order to the First Department on May 4, 2017, as to the Fourteen Trusts (Dkt. Nos. 199-200); Center Court, LLC appealed the entire Order to the First Department on May 5, 2017 (Dkt. Nos. 244-49); and Prosirris and Tilden Park filed a cross-appeal in the First Department on May 15, 2017, as to the Fourteen Trusts (Dkt. Nos. 248-49) (collectively, the “Appeals”);

WHEREAS, the First Department may grant one or more of the pending Appeals, which could require this Court to revise the Order and order a new distribution methodology for the Fourteen Trusts;

WHEREAS, it is therefore premature for the Court to order entry of judgment on the Fourteen Trusts, directing the Trustee to distribute the settlement payment to the Fourteen Trusts using a specific distribution methodology, until the Motion for Leave to Reargue and

the Appeals are fully resolved and the correct distribution methodology has been fully and finally determined;

WHEREAS, once the Motion for Leave to Reargue and the Appeals are fully resolved, the Court will direct the Parties to settle judgment based on the final distribution methodology for the Fourteen Trusts, after which the Court will enter a "Future Partial Final Judgment" on the Fourteen Trusts;

WHEREAS, as used herein, the term "Judgment Entry Date" means the future date on which the Clerk's docketing of ~~this~~the Future Partial Final Judgment first appears publicly on the New York State Court Electronic Filing System, without regard to when the Court actually signs or the Clerk actually enters ~~this~~the Future Partial Final Judgment; ~~and;~~

WHEREAS, as used herein the term "Transfer Month" means the month of the Judgment Entry Date if the Judgment Entry Date is on or before the fifteenth calendar date of that month, and otherwise the month immediately following; ~~and;~~

WHEREAS, as used herein, the term "Transfer Target Date" means the twenty-second day of the Transfer Month; ~~and;~~

WHEREAS, as used herein, the term "AS Distribution Date" means, for each of the Fourteen Trusts, that trust's next distribution date following the Transfer Target Date,

NOW, THEREFORE, on the motion of ~~MeloLanken LLP, attorneys for Prosiris and Tilden Park~~Quinn Emanuel Urquhart & Sullivan, LLP, attorneys for AIG; Warner Partners, P.C. and Gibbs & Bruns LLP, attorneys for AEGON and BlackRock; and McKool Smith, P.C., attorneys for Center Court, LLC, it is hereby

ORDERED, ADJUDGED and DECREED that, once the Future Partial Final Judgment is docketed, and no later than the Transfer Target Date, for each of the Fourteen

Trusts the Trustee is to reduce to cash escrow assets with a value equal to that trust's Allocable Share plus the earnings thereon and to deposit that amount in that trust's distribution account or payment account, as applicable. From the time of that deposit, the amount so deposited will be treated as that trust's Allocable Share for all purposes under the Settlement Agreement; and it is further

ORDERED, ADJUDGED and DECREED that sums representing interest on the Allocable Share of each of the Fourteen Trusts not received by the Trustee at the time of the deposit directed by the immediately preceding paragraph ("Trailing Interest") shall be distributed to certificateholders in that trust in the month it is received unless such receipt takes place after that month's determination date, in which event distribution will be effected in the month after the month in which the Trailing Interest is received. Trailing Interest shall be distributed within each of the Fourteen Trusts in the manner the Settlement Agreement, the relevant Governing Agreements, and ~~this~~ the Future Partial Final Judgment provide for distribution of the Allocable Share; and it is further

ORDERED, ADJUDGED and DECREED that the Trustee shall distribute the Allocable Share of each of the Fourteen Trusts on that trust's AS Distribution Date in accordance with the Future Partial Final Judgment; and it is further

~~ORDERED, ADJUDGED and DECREED that, in distributing the Allocable Shares of the Fourteen Trusts, the Trustee shall adhere to Section 3(d) of the Settlement Agreement, including the order of operations specified in Subsections 3(d)(i) and 3(d)(ii) therein; and it is further~~

~~ORDERED, ADJUDGED and DECREED that, because the principal distribution amount for each of the Fourteen Trusts is based on certificate balances immediately prior to~~

~~a given distribution date, in distributing the Allocable Share of each of the Fourteen Trusts, the Trustee shall determine the principal distribution amount for such trust's AS Distribution Date without reference to the pay-down and the write-up of certificate balances that will occur on such AS Distribution Date. To the extent that the principal distribution amount in any of the Fourteen Trusts is calculated in part by reference to an aggregate stated principal balance of the mortgage loans after giving effect (among other things) to subsequent recoveries, the effect to be given to subsequent recoveries is zero because subsequent recoveries do not affect mortgage loan balances. Accordingly, and in contrast with the result directed for certain other Covered Trusts with different structures, in the Fourteen Trusts any available funds remaining after distribution of the principal distribution amount and after payment of all other payments that are senior in priority to reimbursement payments for unpaid realized loss amounts according to the priority of payments set out in the related Governing Agreement are to be distributed to reimburse unpaid realized loss amounts in accordance with the relevant Governing Agreement; and it is further~~

ORDERED, ADJUDGED and DECREED that no party may have costs or disbursements of this proceeding insofar as it concerned the Fourteen Trusts; and it is further

ORDERED that the Clerk of New York County be, and he hereby is, directed to enter this Partial Final Judgment forthwith and without delay.

Dated: New York, New York

\_\_\_\_\_, 2017

\_\_\_\_\_  
Hon. Saliann Scarpulla, J.S.C.

Judgment signed and entered this \_\_\_\_\_ day of \_\_\_\_\_, 2017.

\_\_\_\_\_  
Clerk of New York County

Document comparison by Workshare 9 on Tuesday, May 30, 2017 1:22:28 PM

Input:	
Document 1 ID	interwovenSite://USNY-DMS/QuinnEmanuel/9330139/1
Description	#9330139v1<QuinnEmanuel> - Tilden's proposed judgment on 14 trusts
Document 2 ID	interwovenSite://USNY-DMS/QuinnEmanuel/9314837/5
Description	#9314837v5<QuinnEmanuel> - Senior Holders' counter-proposed partial final judgment 5-30 1 pm
Rendering set	Standard no moves

Legend:	
<u>Insertion</u>	
Deletion	
Moved from	
<u>Moved to</u>	
Style change	
Format change	
Moved-deletion	
Inserted cell	
Deleted cell	
Moved cell	
Split/Merged cell	
Padding cell	

Statistics:	
	Count
Insertions	22
Deletions	22
Moved from	0
Moved to	0
Style change	0
Format changed	0
Total changes	44