



2. I make this affirmation pursuant to C.P.L.R. 2106 in support of the Response of American International Group, Inc. and Certain Affiliates to Opening Submissions.

3. Attached hereto as Exhibit A is a true and correct copy of relevant excerpts from the Pooling and Servicing Agreement for CWALT 2006-OA10.

4. Attached hereto as Exhibit B is a true and correct copy of relevant excerpts from the Pooling and Servicing Agreement for CWALT 2007-OA3.

I affirm under penalty of perjury that the foregoing is true and correct.

New York, New York  
March 14, 2016



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Jordan A. Goldstein

## Exhibit A

### Cited Language from CWALT 2006-OA10 PSA

#### 1. Definition of "Available Funds"

"Available Funds: As to any Distribution Date and each Loan Group, the sum of (a) the aggregate amount held in the Certificate Account at the close of business on the related Determination Date, including any Subsequent Recoveries, in respect of such Mortgage Loans net of the related Amount Held for Future Distribution and net of Prepayment Charges and amounts permitted to be withdrawn from the Certificate Account pursuant to clauses (i) - (viii) of Section 3.08(a) in respect of such Mortgage Loans and amounts permitted to be withdrawn from the Distribution Account pursuant to clauses (i) - (iii) of Section 3.08(b) in respect of such Mortgage Loans, (b) the amount of the related Advance and (c) in connection with Defective Mortgage Loans in such Loan Group, as applicable, the aggregate of the Purchase Prices and Substitution Adjustment Amounts deposited on the related Distribution Account Deposit Date."

#### 2. Definition of "Certificate Account"

"Certificate Account: The separate Eligible Account or Accounts created and maintained by the Master Servicer pursuant to Section 3.05 with a depository institution, initially Countrywide Bank, N.A., in the name of the Master Servicer for the benefit of the Trustee on behalf of Certificateholders and designated 'Countrywide Home Loans Servicing LP in trust for the registered holders of Alternative Loan Trust 2006-OA10, Mortgage Pass-Through Certificates Series 2006-OA10.'"

#### 3. Definition of "Certificate Balance"

"Certificate Balance: With respect to any Certificate (other than the Class X and Class C Certificates) at any date, the maximum dollar amount of principal to which the Holder thereof is then entitled under this Agreement, such amount being equal to the Denomination of that Certificate (A) plus, with respect to the Subordinated Certificates, any increase to the Certificate Balance of such Certificate pursuant to Section 4.02 due to the receipt of Subsequent Recoveries and (B) minus the sum of (i) all distributions of principal *previously made* with respect to that Certificate and (ii) with respect to the Subordinated Certificates, any Applied Realized Loss Amounts allocated to such Certificate *on previous Distribution Dates* pursuant to Section 4.02 without duplication. The Class X Certificates do not have Certificate Balances."

#### 4. Definition of "Distribution Date"

"Distribution Date: The 25th day of each calendar month after the initial issuance of the Certificates, or if such 25th day is not a Business Day, the next succeeding Business Day, commencing in July 2006."

5. Definition of “Determination Date”

“Determination Date: As to any Distribution Date, the 22nd day of each month or, if such 22nd day is not a Business Day, the next preceding Business Day; provided, however, that if such 22nd day or such Business Day, whichever is applicable, is less than two Business Days prior to the related Distribution Date, the Determination Date shall be the first Business Day that is two Business Days preceding such Distribution Date.”

6. Definition of “Subsequent Recoveries”

“Subsequent Recoveries: As to any Distribution Date and Loan Group, with respect to a Liquidated Mortgage Loan in that Loan Group that resulted in a Realized Loss in a prior calendar month, unexpected amounts received by the Master Servicer (net of any related expenses permitted to be reimbursed pursuant to Section 3.08) specifically related to such Liquidated Mortgage Loan after the classification of such Mortgage Loan as a Liquidated Mortgage Loan.”

7. Section 4.02. Priorities of Distribution

“(a) Distributions of Available Funds. On each Distribution Date, the Available Funds for such Distribution Date shall be distributed from the Distribution Account in the following order of priority:

(1) sequentially,

(A) concurrently, to the Class X-NB, Class X-BI and Class X-BJ Certificates, pro rata, the Current Interest and the Interest Carry Forward Amount for each such Class and such Distribution Date; and

(B) concurrently, to the Class X-PP and Class X-B Certificates, pro rata, the Current Interest and the Interest Carry Forward Amount for each such Class and such Distribution Date;

(2) concurrently, to the Classes of Senior Certificates (other than the Notional Amount Certificates and the Class A-R Certificates), pro rata, the Current Interest and the Interest Carry Forward Amount for each such Class and such Distribution Date;

(3) sequentially, to the Class M-1, Class M-2, Class M-3, Class M-4, Class M-5, Class M-6 and Class M-7 Certificates, in that order, the Current Interest for each such Class and such Distribution Date;

(4)(A) for each Distribution Date prior to the Stepdown Date or on which a Trigger Event is in effect in the following order of priority:

(I) in an amount up to the Principal Distribution Amount for that Distribution Date, concurrently, to the following Classes of Certificates, pro rata among Senior Certificate Groups on the basis of the related Principal Distribution Amount:

(a) in an amount up to the Group 1 Principal Distribution Amount for such Distribution Date, in the following order:

(i) to the Class A-R Certificates, until its Class Certificate Balance is reduced to zero;

(ii) concurrently, to the Class 1-A-1, Class 1-A-2 and Class 1-A-3 Certificates, pro rata, until their respective Class Certificate Balances are reduced to zero;  
and

(iii) to the Group 2 Senior Certificates (after any distributions made to such Classes of Certificates from the Group 2 Principal Distribution Amount), the Group 3 Senior Certificates (after any distributions made to such Classes of Certificates from the Group 3 Principal Distribution Amount) and the Group 4 Senior Certificates (after any distributions made to such Classes of Certificates from the Group 4 Principal Distribution Amount), pro rata, on the basis of their respective aggregate Class Certificate Balances, concurrently as follows:

(x) concurrently, to the Class 2-A-1, Class 2-A-2 and Class 2-A-3 Certificates, pro rata, until their respective Class Certificate Balances are reduced to zero;

(y) concurrently, to the Class 3-A-1, Class 3-A-2 and Class 3-A-3 Certificates, pro rata, until their respective Class Certificate Balances are reduced to zero; and

(z) concurrently, to the Class 4-A-1, Class 4-A-2 and Class 4-A-3 Certificates, pro rata, until their respective Class Certificate Balances are reduced to zero;

(b) in an amount up to the Group 2 Principal Distribution Amount for such Distribution Date, in the following order of priority:

(i) concurrently, to the Class 2-A-1, Class 2-A-2 and Class 2-A-3 Certificates, pro rata, until their respective Class Certificate Balances are reduced to zero; and

(ii) to the Group 1 Senior Certificates (after any distributions made to such Classes of Certificates from the Group 1 Principal Distribution Amount), the Group 3 Senior Certificates (after any distributions made to such Classes of Certificates from the Group 3 Principal Distribution Amount) and the Group 4 Senior Certificates (after any distributions made to such Classes of Certificates from the Group 4 Principal Distribution Amount), pro rata, on the basis of their respective aggregate Class Certificate Balances, concurrently as follows:

(x) concurrently, to the Class 1-A-1, Class 1-A-2 and Class 1-A-3 Certificates, pro rata, until their respective Class Certificate Balances are reduced to zero;

(y) concurrently, to the Class 3-A-1, Class 3-A-2 and Class 3-A-3 Certificates, pro rata, until their respective Class Certificate Balances are reduced to zero; and

(z) concurrently, to the Class 4-A-1, Class 4-A-2 and Class 4-A-3 Certificates, pro rata, until their respective Class Certificate Balances are reduced to zero;

(c) in an amount up to the Group 3 Principal Distribution Amount for such Distribution Date, in the following order of priority:

(i) concurrently, to the Class 3-A-1, Class 3-A-2 and Class 3-A-3 Certificates, pro rata, until their respective Class Certificate Balances are reduced to zero; and

(ii) to the Group 1 Senior Certificates (after any distributions made to such Classes of Certificates from the Group 1 Principal Distribution Amount), the Group 2 Senior Certificates (after any distributions made to such Classes of Certificates from the Group 2 Principal Distribution Amount) and the Group 4 Senior Certificates (after any distributions made to such Classes of Certificates from the Group 4 Principal Distribution Amount), pro rata, on the basis of their respective aggregate Class Certificate Balances, concurrently as follows:

(x) concurrently, to the Class 1-A-1, Class 1-A-2 and Class 1-A-3 Certificates, pro rata, until their respective Class Certificate Balances are reduced to zero;

(y) concurrently, to the Class 2-A-1, Class 2-A-2 and Class 2-A-3 Certificates, pro rata, until their respective Class Certificate Balances are reduced to zero; and

(z) concurrently, to the Class 4-A-1, Class 4-A-2 and Class 4-A-3 Certificates, pro rata, until their respective Class Certificate Balances are reduced to zero; and

(d) in an amount up to the Group 4 Principal Distribution Amount for such Distribution Date, in the following order of priority:

(i) concurrently, to the Class 4-A-1, Class 4-A-2 and Class 4-A-3 Certificates, pro rata, until their respective Class Certificate Balances are reduced to zero; and

(ii) to the Group 1 Senior Certificates (after any distributions made to such Classes of Certificates from the Group 1 Principal Distribution Amount), the Group 2 Senior Certificates (after any distributions made to such Classes of Certificates from the Group 2 Principal Distribution Amount) and the Group 3 Senior Certificates (after any distributions made to such Classes of Certificates from the Group 3 Principal Distribution Amount), pro rata, on the basis of their respective aggregate Class Certificate Balances, concurrently as follows:

(x) concurrently, to the Class 1-A-1, Class 1-A-2 and Class 1-A-3 Certificates, pro rata, until their respective Class Certificate Balances are reduced to zero;

(y) concurrently, to the Class 2-A-1, Class 2-A-2 and Class 2-A-3 Certificates, pro rata, until their respective Class Certificate Balances are reduced to zero; and

(z) concurrently, to the Class 3-A-1, Class 3-A-2 and Class 3-A-3 Certificates, pro rata, until their respective Class Certificate Balances are reduced to zero;

(II) sequentially, to the Class M-1, Class M-2, Class M-3, Class M-4, Class M-5, Class M-6 and Class M-7 Certificates, in that order, until their respective Class Certificate Balances are reduced to zero; and

(B) on each Distribution Date on or after the Stepdown Date so long as a Trigger Event is not in effect, in the following order of priority:

(I) in an amount up to the Senior Principal Distribution Amount for that Distribution Date, concurrently, to the following Classes of Certificates, pro rata among the Senior Certificate Groups on the basis of the related Senior Principal Distribution Amount:

(a) in an amount up to the Group 1 Senior Principal Distribution Amount for such Distribution Date, in the following order of priority:

(i) concurrently, to the Class 1-A-1, Class 1-A-2 and Class 1-A-3 Certificates, pro rata, until their respective Class Certificate Balances are reduced to zero; and

(ii) to the Group 2 Senior Certificates (after any distributions made to such Classes of Certificates from the Group 2 Senior Principal Distribution Amount), the Group 3 Senior Certificates (after any distributions made to such Classes of Certificates from the Group 3 Senior Principal Distribution Amount) and the Group 4 Senior Certificates (after any distributions made to such Classes of Certificates from the Group 4 Senior Principal Distribution Amount), pro rata, on the basis of their respective aggregate Class Certificate Balances, concurrently as follows:

(x) concurrently, to the Class 2-A-1, Class 2-A-2 and Class 2-A-3 Certificates, pro rata, until their respective Class Certificate Balances are reduced to zero;

(y) concurrently, to the Class 3-A-1, Class 3-A-2 and Class 3-A-3 Certificates, pro rata, until their respective Class Certificate Balances are reduced to zero; and

(z) concurrently, to the Class 4-A-1, Class 4-A-2 and Class 4-A-3 Certificates, pro rata, until their respective Class Certificate Balances are reduced to zero;

(b) in an amount up to the Group 2 Senior Principal Distribution Amount for such Distribution Date, in the following order of priority:

(i) concurrently, to the Class 2-A-1, Class 2-A-2 and Class 2-A-3 Certificates, pro rata, until their respective Class Certificate Balances are reduced to zero; and

(ii) to the Group 1 Senior Certificates (after any distributions made to such Classes of Certificates from the Group 1 Senior Principal Distribution Amount), the Group 3 Senior Certificates (after any distributions made to such Classes of Certificates from the Group 3 Senior Principal Distribution Amount) and the Group 4 Senior Certificates (after any

distributions made to such Classes of Certificates from the Group 4 Senior Principal Distribution Amount), pro rata, on the basis of their respective aggregate Class Certificate Balances, concurrently as follows:

(x) concurrently, to the Class 1-A-1, Class 1-A-2 and Class 1-A-3 Certificates, pro rata, until their respective Class Certificate Balances are reduced to zero;

(y) concurrently, to the Class 3-A-1, Class 3-A-2 and Class 3-A-3 Certificates, pro rata, until their respective Class Certificate Balances are reduced to zero; and

(z) concurrently, to the Class 4-A-1, Class 4-A-2 and Class 4-A-3 Certificates, pro rata, until their respective Class Certificate Balances are reduced to zero;

(c) in an amount up to the Group 3 Senior Principal Distribution Amount for such Distribution Date, in the following order of priority:

(i) concurrently, to the Class 3-A-1, Class 3-A-2 and Class 3-A-3 Certificates, pro rata, until their respective Class Certificate Balances are reduced to zero; and

(ii) to the Group 1 Senior Certificates (after any distributions made to such Classes of Certificates from the Group 1 Senior Principal Distribution Amount), the Group 2 Senior Certificates (after any distributions made to such Classes of Certificates from the Group 2 Senior Principal Distribution Amount) and the Group 4 Senior Certificates (after any distributions made to such Classes of Certificates from the Group 4 Senior Principal Distribution Amount), pro rata, on the basis of their respective aggregate Class Certificate Balances, concurrently as follows:

(x) concurrently, to the Class 1-A-1, Class 1-A-2 and Class 1-A-3 Certificates, pro rata, until their respective Class Certificate Balances are reduced to zero;

(y) concurrently, to the Class 2-A-1, Class 2-A-2 and Class 2-A-3 Certificates, pro rata, until their respective Class Certificate Balances are reduced to zero; and

(z) concurrently, to the Class 4-A-1, Class 4-A-2 and Class 4-A-3 Certificates, pro rata, until their respective Class Certificate Balances are reduced to zero; and

(d) in an amount up to the Group 4 Senior Principal Distribution Amount for such Distribution Date, in the following order of priority:

(i) concurrently, to the Class 4-A-1, Class 4-A-2 and Class 4-A-3 Certificates, pro rata, until their respective Class Certificate Balances are reduced to zero; and

(ii) to the Group 1 Senior Certificates (after any distributions made to such Classes of Certificates from the Group 1 Senior Principal Distribution Amount), the Group 2 Senior Certificates (after any distributions made to such Classes of Certificates from the Group 2 Senior Principal Distribution Amount) and the Group 3 Senior Certificates (after any



distributions made to such Classes of Certificates from the Group 3 Senior Principal Distribution Amount), pro rata, on the basis of their respective aggregate Class Certificate Balances, concurrently as follows:

(x) concurrently, to the Class 1-A-1, Class 1-A-2 and Class 1-A-3 Certificates, pro rata, until their respective Class Certificate Balances are reduced to zero;

(y) concurrently, to the Class 2-A-1, Class 2-A-2 and Class 2-A-3 Certificates, pro rata, until their respective Class Certificate Balances are reduced to zero; and

(z) concurrently, to the Class 3-A-1, Class 3-A-2 and Class 3-A-3 Certificates, pro rata, until their respective Class Certificate Balances are reduced to zero; and

(II) sequentially, to the Class M-1, Class M-2, Class M-3, Class M-4, Class M-5, Class M-6 and Class M-7 Certificates, in that order, in an amount up to the Subordinated Class Principal Distribution Amount for each such Class, until their respective Class Certificate Balances are reduced to zero;

(5) sequentially, to the Class M-1, Class M-2, Class M-3, Class M-4, Class M-5, Class M-6 and Class M-7 Certificates, in that order, the Interest Carry Forward Amount for each such Class and such Distribution Date;

(6) to the Group 1, Group 2, Group 3 and Group 4 Senior Certificates related to Loan Group 1, Loan Group 2, Loan Group 3 and Loan Group 4, pro rata based on the aggregate Unpaid Realized Loss Amount for the Senior Certificates (other than the Class X Certificates) in each such Senior Certificate Group, concurrently;

(A) in an amount up to the aggregate Unpaid Realized Loss Amount for the for the Group 1 Senior Certificates, sequentially, to the Class 1-A-1, Class 1-A-2 and Class 1-A-3 Certificates, in that order, in an amount up to the Unpaid Realized Loss Amount for each such Class;

(B) in an amount up to the aggregate Unpaid Realized Loss Amount for the Group 2 Senior Certificates, sequentially, to the Class 2-A-1, Class 2-A-2 and Class 2-A-3 Certificates, in that order, in an amount up to the Unpaid Realized Loss Amount for each such Class;

(C) in an amount up to the aggregate Unpaid Realized Loss Amount for the Group 3 Senior Certificates, sequentially, to the Class 3-A-1, Class 3-A-2 and Class 3-A-3 Certificates, in that order, in an amount up to the Unpaid Realized Loss Amount for each such Class; and

(D) in an amount up to the aggregate Unpaid Realized Loss Amount for the Group 4 Senior Certificates, sequentially, to the Class 4-A-1, Class 4-A-2 and Class 4-A-3 Certificates, in that order, in an amount up to the Unpaid Realized Loss Amount for each such Class; and

(7) sequentially, to the Class M-1, Class M-2, Class M-3, Class M-4, Class M-5, Class M-6 and Class M-7 Certificates, in that order, in an amount up to the Unpaid Realized Loss Amount for each such Class;

(8) sequentially,

(A) concurrently, to the Class X-NB, Class X-BI and Class X-BJ Certificates, pro rata, based on entitlements, in an amount up to the amount of Net Rate Carryover for each such Class; and

(B) concurrently, to the Class X-PP and Class X-AD Certificates, pro rata, based on entitlements, in an amount up to the amount of Net Rate Carryover for each such Class;

(9) concurrently, to the Classes of Senior Certificates (other than the Class X and Class A-R Certificates), pro rata, in an amount up to the amount of Net Rate Carryover for each such Class;

(10) sequentially, to the Class M-1, Class M-2, Class M-3, Class M-4, Class M-5, Class M-6 and Class M-7 Certificates, in that order, in an amount up to the amount of Net Rate Carryover for each such Class;

(11) to the Class C Certificates, the Class C Distributable Amount for such Distribution Date; and

(12) to the Class A-R Certificates, any remaining amount.

(b) Distributions from the Carryover Reserve Fund. On the first and second Distribution Date, amounts on deposit in the Carryover Reserve Fund shall be distributed in the following order of priority:

(i) first, concurrently to the Senior LIBOR Certificates, pro rata, based upon the amount of any Net Rate Carryover with respect to each such Class of Certificates; and

(ii) second, sequentially, to the Classes of Subordinated Certificates, beginning with the Class of Subordinated Certificates with the highest distribution priority any Net Rate Carryover with respect to each such Class of Certificates.

Any amounts remaining on deposit in the Carryover Reserve Fund after payment of any Net Rate Carryover on the Certificates will be distributed to UBS Securities LLC.

(c) [reserved].

(d) [reserved].

(e) [reserved].

(f) [reserved].

(g) [reserved].

(h) On each Distribution Date, the related Prepayment Charge Amount with respect to Loan Group 1, Loan Group 2, Loan Group 3 and Loan Group 4 shall be distributed to the Class 1-P, Class 2-P, Class 3-P and Class 4-P Certificates, respectively. On the Class P Principal Distribution Date for a Class of Class P Certificates, the Trustee shall make the \$100.00 distribution to the applicable Class of Class P Certificates as specified in Section 3.08.

(i) Application of Applied Realized Loss Amounts. On each Distribution Date, the Trustee shall allocate any Applied Realized Loss Amount, first, to reduce the Class Certificate Balances of the Class M-7, Class M-6, Class M-5, Class M-4, Class M-3, Class M-2 and Class M-1 Certificates, sequentially, in that order, until their respective Class Certificate Balances are reduced to zero and, second, to the Group 1 Senior Certificates, Group 2 Senior Certificates, Group 3 Senior Certificates and Group 4 Senior Certificates, pro rata, on the basis of the aggregate Class Certificate Balance of the related Senior Certificates, as follows: (a) with respect to the Group 1 Senior Certificates, sequentially, to the Class 1-A-3, Class 1-A-2 and Class 1-A-1 Certificates, in that order, until their respective Class Certificate Balances are reduced to zero; (b) with respect to the Group 2 Senior Certificates, sequentially, to the Class 2-A-3, Class 2-A-2 and Class 2-A-1 Certificates, in that order, until their respective Class Certificate Balances are reduced to zero; (c) with respect to the Group 3 Senior Certificates, sequentially, to the Class 3-A-3, Class 3-A-2 and Class 3-A-1 Certificates, in that order, until their respective Class Certificate Balances are reduced to zero and (d) with respect to the Group 4 Senior Certificates, sequentially, to the Class 4-A-3, Class 4-A-2 and Class 4-A-1 Certificates, in that order, until their respective Class Certificate Balances are reduced to zero.

Application of Subsequent Recoveries. On each Distribution Date, the Trustee shall allocate the amount of the Subsequent Recoveries, if any, to increase the Class Certificate Balance of the Classes of Certificates to which Applied Realized Loss Amounts have been previously allocated, first, pro rata based on the Applied Realized Loss Amounts previously allocated the Group 1 Senior Certificates, Group 2 Senior Certificates, Group 3 Senior Certificates and Group 4 Senior Certificates, (a) sequentially, to the Class 1-A-1, Class 1-A-2 and Class 1-A-3 Certificates, in that order, by not more than the amount of the Unpaid Realized Loss Amount for each such Class, (b) sequentially, to the Class 2-A-1, Class 2-A-2 and Class 2-A-3 Certificates, in that order, not by more than the amount of the Unpaid Realized Loss Amount for each such Class, (c) sequentially, to the Class 3-A-1, Class 3-A-2 and Class 3-A-3 Certificates, in that order, by not more than the amount of the Unpaid Realized Loss Amount for each such Class and (d) sequentially, to the Class 4-A-1, Class 4-A-2 and Class 4-A-3 Certificates, in that order, not by more than the amount of the Unpaid Realized Loss Amount for each such Class, and second, sequentially, to the Class M-1, Class M-2, Class M-3, Class M-4, Class M-5, Class M-6 and Class M-7 Certificates, in that order, by not more than the amount of the Unpaid Realized Loss Amount of each such Class.

Holders of Certificates to which any Subsequent Recoveries have been allocated shall not be entitled to any payment in respect of Current Interest on the amount of such increases for any Accrual Period preceding the Distribution Date on which such increase occurs.”

## **Exhibit B**

### **Cited Language from CWALT 2007-OA3 PSA**

#### **1. Definition of "Available Funds"**

“Available Funds: As to any Distribution Date and each Loan Group or Sub-Loan Group, the sum of (a) the aggregate amount held in the Certificate Account at the close of business on the related Determination Date, including any Subsequent Recoveries, in respect of such Mortgage Loans net of the related Amount Held for Future Distribution and net of Prepayment Charges and amounts permitted to be withdrawn from the Certificate Account pursuant to clauses (i) - (viii) of Section 3.08(a) in respect of such Mortgage Loans and amounts permitted to be withdrawn from the Distribution Account pursuant to clauses (i) - (iii) of Section 3.08(b) in respect of such Mortgage Loans, (b) the amount of the related Advance and (c) in connection with Defective Mortgage Loans in such Loan Group or Sub-Loan Group, as applicable, the aggregate of the Purchase Prices and Substitution Adjustment Amounts deposited on the related Distribution Account Deposit Date.”

#### **2. Definition of "Certificate Account"**

“Certificate Account: The separate Eligible Account or Accounts created and maintained by the Master Servicer pursuant to Section 3.05 with a depository institution, initially Countrywide Bank, N.A., in the name of the Master Servicer for the benefit of the Trustee on behalf of Certificateholders and designated ‘Countrywide Home Loans Servicing LP in trust for the registered holders of Alternative Loan Trust 2007-OA3, Mortgage Pass-Through Certificates Series 2007-OA3.’”

#### **3. Definition of "Certificate Balance"**

“Certificate Balance: With respect to any Certificate (other than the Class X and Class C Certificates) at any date, the maximum dollar amount of principal to which the Holder thereof is then entitled under this Agreement, such amount being equal to the Denomination of that Certificate (A) plus, with respect to the LIBOR Certificates, any increase to the Certificate Balance of such Certificate pursuant to Section 4.02 due to the receipt of Subsequent Recoveries and (B) minus the sum of (i) all distributions of principal previously made with respect to that Certificate and (ii) with respect to the LIBOR Certificates, any Applied Realized Loss Amounts allocated to such Certificate on previous Distribution Dates pursuant to Section 4.02 without duplication. The Class X Certificates do not have Certificate Balances.”

#### **4. Definition of "Determination Date"**

“Determination Date: As to any Distribution Date, the 22nd day of each month or, if such 22nd day is not a Business Day, the next preceding Business Day; provided, however, that if such 22nd day or such Business Day, whichever is applicable, is less than two Business Days prior to

the related Distribution Date, the Determination Date shall be the first Business Day that is two Business Days preceding such Distribution Date.”

5. Definition of “Distribution Date”

“Distribution Date: The 25th day of each calendar month after the initial issuance of the Certificates, or if such 25th day is not a Business Day, the next succeeding Business Day, commencing in March 2007.”

6. Definition of “Subsequent Recoveries”

“Subsequent Recoveries: As to any Distribution Date and Loan Group, with respect to a Liquidated Mortgage Loan in that Loan Group that resulted in a Realized Loss in a prior calendar month, unexpected amounts received by the Master Servicer (net of any related expenses permitted to be reimbursed pursuant to Section 3.08) specifically related to such Liquidated Mortgage Loan after the classification of such Mortgage Loan as a Liquidated Mortgage Loan.”

7. Section 4.02. Priorities of Distribution

“(a) Distributions of Available Funds. On each Distribution Date, the aggregate of the Available Funds for each Loan Group for such Distribution Date shall be distributed from the Distribution Account in the following order:

1. to the Class X Certificates, the Current Interest and the Interest Carry Forward Amount for such Class and such Distribution Date;

2. concurrently, to each Class of Senior LIBOR Certificates, the Current Interest and the Interest Carry Forward Amount for each such Class and such Distribution Date, pro rata based on their respective entitlements;

3. sequentially, to the Class M-1, Class M-2, Class M-3, Class M-4, Class M-5, Class M-6, Class M-7, Class M-8, Class M-9 and Class M-10 Certificates, in that order, the Current Interest for each such Class and such Distribution Date;

4. a. for each Distribution Date prior to the Stepdown Date or on which a Trigger Event is in effect, in the following order:

(1) in an amount up to the Principal Distribution Amount for such Distribution Date, concurrently, to the following Classes of Certificates, pro rata between the Group 1 Senior Certificates and the Group 2 Senior Certificates on the basis of the related Principal Distribution Amount:

(a) in an amount up to the Group 1 Principal Distribution Amount for such Distribution Date, in the following order:

(i) to the Class A-R Certificates, until its Class Certificate Balance is reduced to zero;

(ii) concurrently, to the Class 1-A-1, Class 1-A-2 and Class 1-A-3 Certificates, pro rata, until their respective Class Certificate Balances are reduced to zero; and

(iii) concurrently, to the Class 2-A-1, Class 2-A-2 and Class 2-A-3 Certificates (after any distributions to such Certificates from the Group 2 Principal Distribution Amount), pro rata, until their respective Class Certificate Balances are reduced to zero; and

(b) in an amount up to the Group 2 Principal Distribution Amount for such Distribution Date, in the following order:

(i) concurrently, to the Class 2-A-1, Class 2-A-2 and Class 2-A-3 Certificates, pro rata, until their respective Class Certificate Balances are reduced to zero; and

(ii) concurrently, to the Class 1 -A-1, Class 1-A-2 and Class 1-A-3 Certificates (after any distributions to such Certificates from the Group 1 Principal Distribution Amount), pro rata, until their respective Class Certificate Balances are reduced to zero; and

(2) the remaining Principal Distribution Amount, sequentially, to the Class M-1, Class M-2, Class M-3, Class M-4, Class M-5, Class M-6, Class M-7, Class M-8, Class M-9 and Class M-10 Certificates, in that order, until their respective Class Certificate Balances are reduced to zero; and

b. on each Distribution Date on or after the Stepdown Date so long as a Trigger Event is not in effect, in the following order:

(1) in an amount up to the Senior Principal Distribution Amount for such Distribution Date, concurrently, to the following Classes of Certificates, pro rata between the Group 1 Senior Certificates and the Group 2 Senior Certificates on the basis of the related Senior Principal Distribution Amount:

(a) in an amount up to the Group 1 Senior Principal Distribution Amount for such Distribution Date, in the following order:

(i) concurrently, to the Class 1-A-1, Class 1-A-2 and Class 1-A-3 Certificates, pro rata, until their respective Class Certificate Balances are reduced to zero; and

(ii) concurrently, to the Class 2-A-1, Class 2-A-2 and Class 2-A-3 Certificates (after any distributions to such Certificates from the Group 2 Senior Principal Distribution Amount), pro rata, until their respective Class Certificate Balances are reduced to zero; and

(b) in an amount up to the Group 2 Senior Principal Distribution Amount for such Distribution Date, in the following order:

(i) concurrently, to the Class 2-A-1, Class 2-A-2 and Class 2-A-3 Certificates, pro rata, until their respective Class Certificate Balances are reduced to zero; and

(ii) concurrently, to the Class 1-A-1, Class 1-A-2 and Class 1-A-3 Certificates (after any distributions to such Certificates from the Group 1 Senior Principal Distribution Amount), pro rata, until their respective Class Certificate Balances are reduced to zero; and

(2) sequentially, to the Class M-1, Class M-2, Class M-3, Class M-4, Class M-5, Class M-6, Class M-7, Class M-8, Class M-9 and Class M-10 Certificates, in that order, in an amount up to the Subordinated Class Principal Distribution Amount for each such class, until their respective Class Certificate Balances are reduced to zero;

5. sequentially, to the Class M-1, Class M-2, Class M-3, Class M-4, Class M-5, Class M-6, Class M-7, Class M-8, Class M-9 and Class M-10 Certificates, in that order, the Interest Carry Forward Amount for each such Class and such Distribution Date;

6. concurrently, to the Classes of Senior LIBOR Certificates, pro rata based on the aggregate Unpaid Realized Loss Amount for the Senior LIBOR Certificates related to each Loan Group, as follows;

a. in an amount up to the aggregate Unpaid Realized Loss Amount for the Group 1 Senior Certificates, sequentially, to the Class 1-A-1, Class 1-A-2 and Class 1-A-3 Certificates, in that order, in an amount up to the Unpaid Realized Loss Amount for each such Class; and

b. in an amount up to the aggregate Unpaid Realized Loss Amount for the Group 2 Senior Certificates, sequentially, to the Class 2-A-1, Class 2-A-2 and Class 2-A-3 Certificates, in that order, in an amount up to the Unpaid Realized Loss Amount for each such Class;

7. sequentially, to the Class M-1, Class M-2, Class M-3, Class M-4, Class M-5, Class M-6, Class M-7, Class M-8, Class M-9 and Class M-10 Certificates, in that order, in an amount up to the Unpaid Realized Loss Amount for each such Class;

8. concurrently, to each Class of Senior LIBOR Certificates, in an amount up to the amount of Net Rate Carryover for each such Class, pro rata based on the amount of Net Rate Carryover for each such Class;

9. sequentially, to the Class M-1, Class M-2, Class M-3, Class M-4, Class M-5, Class M-6, Class M-7, Class M-8, Class M-9 and Class M-10 Certificates, in that order, in an amount up to the amount of Net Rate Carryover for each such Class;

10. to the Class C Certificates, the Class C Distributable Amount; and

11. to the Class A-R Certificates, any remaining amount.

(b) Distributions from the Carryover Reserve Fund. To the extent that a Class of LIBOR Certificates receives interest in excess of the related Net Rate Cap, such interest shall be deemed to have been paid to the Carryover Reserve Fund and then paid by the Carryover Reserve Fund to those Certificateholders. For purposes of the Code, amounts deemed deposited in the



Carryover Reserve Fund shall be deemed to have first been distributed to the Class C Certificates. To the extent that a Class of LIBOR Certificates receives interest in excess of the related Net Rate Cap and such interest is paid pursuant to Section 4.02(c), such interest shall be deemed to have been paid to the Corridor Contract Reserve Fund and then paid by the Corridor Contract Reserve Fund to those Certificateholders.

(c) Distributions From the Corridor Contract Reserve Fund. On each Distribution Date prior to the termination of the Corridor Contract Reserve Fund, following all deposits to the Corridor Contract Reserve Fund (including any deposit pursuant to Section 3.05) and the distributions described under Section 4.02(a), the Supplemental Interest Trustee shall distribute amounts on deposit in the Corridor Contract Reserve Fund as follows:

1. on (i) any Distribution Date prior to the Distribution Date in February 2010 on which the Overcollateralized Amount is equal to zero and (ii) on any Distribution Date on or after the Distribution Date in February 2010, in the following order:

(i) concurrently, to each Class of Senior LIBOR Certificates, the remaining Current Interest and Interest Carry Forward Amount for each such Class and such Distribution Date, pro rata based on their respective entitlements;

(ii) sequentially, to the Class M-1, Class M-2, Class M-3, Class M-4, Class M-5, Class M-6, Class M-7, Class M-8, Class M-9 and Class M-10 Certificates, in that order, any remaining Current Interest and Interest Carry Forward Amount for each such Class; and

(iii) to the Class or Classes of LIBOR Certificates then entitled to receive distributions in respect of principal, in an aggregate amount equal to the Overcollateralization Deficiency Amount remaining unpaid, payable to the Class or Classes of LIBOR Certificates then entitled to receive distributions in respect of principal in the amounts and priorities described in rules 4(a) and 4(b) of Section 4.02(a);

2. concurrently, to each Class of Senior LIBOR Certificates, in an amount up to the amount of remaining Net Rate Carryover for each such Class, pro rata based on the amount of remaining Net Rate Carryover for each such Class; and

3. sequentially, to the Class M 1, Class M 2, Class M 3, Class M 4, Class M 5, Class M-6, Class M-7, Class M-8, Class M-9 and Class M-10 Certificates, in that order, in an amount up to the remaining amount of Net Rate Carryover for each such Class.

On any Distribution Date prior to the termination of the Corridor Contract Reserve Fund pursuant to Section 3.08(d), amounts, if any, on deposit in the Corridor Contract Reserve Fund in excess of the amounts distributed pursuant to 1 through 4 above shall remain on deposit in the Corridor Contract Reserve Fund for distribution on future Distribution Dates. Upon the termination of the Corridor Contract Reserve Fund pursuant to Section 3.08(d), any amounts remaining in the Corridor Contract Reserve Fund shall be distributed to the Underwriter.

(d) [Reserved].

(e) [Reserved].

(f) [Reserved].

(g) [Reserved].

(h) [Reserved].

(i) On each Distribution Date, the related Prepayment Charge Amount with respect to Loan Group 1 and Loan Group 2 shall be distributed to the Class 1-P and Class 2-P Certificates, respectively. On the Class P Principal Distribution Date for a Class of Class P Certificates, the Trustee shall make the \$100.00 distribution to the applicable Class of Class P Certificates as specified in Section 3.08.

(j) Application of Applied Realized Loss Amounts. On each Distribution Date, the Trustee shall allocate any Applied Realized Loss Amount, first, to reduce the Class Certificate Balances of the Class M-10, Class M-9, Class M-8, Class M-7, Class M-6, Class M-5, Class M-4, Class M-3, Class M-2 and Class M-1 Certificates, sequentially, in that order, until their respective Class Certificate Balances are reduced to zero and, second, to the Group 1 Senior Certificates and Group 2 Senior Certificates, pro rata, on the basis of the aggregate Class Certificate Balance of the related Senior Certificates, as follows: (a) with respect to the Group 1 Senior Certificates, sequentially, to the Class 1-A-3, Class 1-A-2 and Class 1-A-1 Certificates, in that order, until their respective Class Certificate Balances are reduced to zero; and (b) with respect to the Group 2 Senior Certificates, sequentially, to the Class 2-A-3, Class 2-A-2 and Class 2-A-1 Certificates, in that order, until their respective Class Certificate Balances are reduced to zero.

(k) Application of Subsequent Recoveries. On each Distribution Date, the Trustee shall allocate the amount of the Subsequent Recoveries, if any, to increase the Class Certificate Balance of the Classes of Certificates to which Applied Realized Loss Amounts have been previously allocated, first, pro rata based on the aggregate of the Applied Realized Loss Amounts previously allocated the Group 1 Senior Certificates and Group 2 Senior Certificates, (a) sequentially, to the Class 1-A-1, Class 1-A-2 and Class 1-A-3 Certificates, in that order, by not more than the amount of the Unpaid Realized Loss Amount for each such Class, and (b) sequentially, to the Class 2-A-1, Class 2-A-2 and Class 2-A-3 Certificates, in that order, not by more than the amount of the Unpaid Realized Loss Amount for each such Class, and second, sequentially, to the Class M-1, Class M-2, Class M-3, Class M-4, Class M-5, Class M-6, Class M-7, Class M-8, Class M-9 and Class M-10 Certificates, in that order, by not more than the amount of the Unpaid Realized Loss Amount of each such Class.

Holders of Certificates to which any Subsequent Recoveries have been allocated shall not be entitled to any payment in respect of Current Interest on the amount of such increases for any Interest Accrual Period preceding the Distribution Date on which such increase occurs.”