

SETTLEMENT AGREEMENT

This Settlement Agreement (“Agreement”) is entered into between the State of New York, by Eric T. Schneiderman, Attorney General of the State of New York (the “OAG”), and RBS Financial Products Inc. f/k/a Greenwich Capital Financial Products, Inc. (“RBS”). The OAG and RBS are collectively referred to herein as the “Parties.”

WHEREAS, the OAG conducted an investigation pursuant to Article 23-A of the General Business Law of the State of New York (the “Martin Act”) and Section 63(12) of the Executive Law of the State of New York (“Executive Law § 63(12)”) into the creation, packaging, structuring, arrangement, underwriting, issuance, marketing and sale of residential mortgage-backed securities (“RMBS”) in 2006 and 2007 by RBS, and its affiliates RBS Securities Inc., f/k/a Greenwich Capital Markets, Inc., RBS Acceptance Inc. f/k/a Greenwich Capital Acceptance, Inc., and Financial Asset Securities Corp.; and

WHEREAS, the OAG, based on its investigation, believes that there is an evidentiary basis for potential legal claims by the OAG against RBS for violation of the Martin Act and Executive Law § 63(12) in connection with the same conduct;

NOW THEREFORE, in consideration of the mutual promises and obligations of this Agreement, the Parties stipulate and agree as follows:

1. **Acknowledgement of Facts.** As a term of this Agreement, RBS acknowledges the facts set out in the Statement of Facts attached as Appendix A to, and hereby incorporated in, this Agreement.

2. **Payment.** RBS shall pay the sum of \$100,000,000 to the State of New York in consideration for the settlement of potential legal claims by the OAG, as compensation for harms to the State of New York allegedly resulting from the creation, packaging, structuring,

arrangement, underwriting, issuance, marketing and sale of RMBS in 2006 and 2007 by RBS and its affiliates. No portion of the funds in this paragraph will be designated or otherwise classified by the State of New York as a civil penalty or fine. Payment shall be due by electronic funds transfer forty-five days after the execution of this Agreement, pursuant to written payment processing instructions to be provided by the OAG.

3. **Consumer Relief.** RBS or its affiliates shall also provide \$400,000,000 of consumer relief credits in New York, as set forth in Appendix B to this Agreement, to remediate harms allegedly resulting from the conduct of RBS. The value of consumer relief credits provided shall be calculated and enforced pursuant to the terms of Appendix B. A monitor will determine whether RBS has satisfied the obligations contained in Appendix B (such monitor to be Eric Green) (the “Monitor”), and RBS will provide the Monitor with all documentation the Monitor needs to do so, excluding privileged information. Any costs associated with said Monitor shall be borne solely by RBS or its affiliates. Notwithstanding the fact that RBS bears the costs associated with the Monitor, the Monitor shall be fully independent of RBS. RBS will refrain from retaining the Monitor to represent RBS in any capacity prior to two years after the date upon which RBS satisfies the consumer relief obligations set forth in Appendix B. RBS will also refrain from engaging the Monitor as a mediator in any matter to which RBS is a party until RBS satisfies the consumer relief obligations set forth in Appendix B.

4. **Covered Conduct.** “Covered Conduct” as used herein is defined as the creation, packaging, structuring, arrangement, underwriting, issuance, marketing and sale prior to January 1, 2009, by RBS or its affiliates of RMBS, or CDOs backed by RMBS (“CDOs”), including but not limited to those identified in Appendix C to this Agreement. Covered Conduct includes representations, disclosures, or omissions to RMBS or CDO investors made about or in

connection with the activities set forth above, where the representations, disclosures or omissions involve information about or obtained during the process of originating, acquiring, securitizing, underwriting or servicing residential mortgage loans securitized in the RMBS covered by this Agreement. Covered Conduct does not include: (i) conduct relating to the origination of residential mortgages, except representations, disclosures or omissions to RMBS or CDO investors about the origination of, or information obtained in the course of originating, such loans; (ii) origination conduct unrelated to securitization, such as soliciting, aiding or abetting borrower fraud; (iii) representations, disclosures or omissions made in connection with the secondary trading of RMBS or CDOs, except to the extent that the representations, disclosures or omissions are in the offering materials for the underlying RMBS or CDOs covered by this Agreement; and (iv) the servicing of residential mortgage loans, except representations, disclosures or omissions to RMBS or CDO investors about servicing, or information obtained in the course of servicing, such loans.

5. **Releases by the OAG.** Subject to the exceptions in Paragraph 6 below, and conditioned upon compliance with the provisions of Paragraphs 2 and 3 above, the OAG fully and finally releases and discharges RBS, each of its current and former parents, subsidiaries and affiliates, and each of their respective successors and assigns (the “Released Entities”), from any and all claims relating to or concerning the Covered Conduct, including but not limited to any such claims under the Martin Act, Executive Law § 63(12), and common-law theories of negligence, payment by mistake, unjust enrichment, money had and received, breach of fiduciary duty, breach of contract, misrepresentation, deceit, fraud, and aiding and abetting any of the foregoing.

6. **Excluded Claims.** The following claims are specifically reserved and not released by this Agreement: (a) any liability based upon obligations created by this Agreement; and (b) any liability to the State of New York (or its departments or agencies) for any conduct other than the Covered Conduct. In addition, nothing in this Agreement shall be construed to bar any agency or department of the State of New York that is a member of any plaintiff class or a plaintiff in any action related to the Covered Conduct from making a claim as a putative class member or otherwise participating in any such private or class action.

7. **Releases by RBS.** RBS fully and finally releases the OAG from any claims, including attorney's fees, costs, and expenses of every kind and however denominated, that RBS has asserted, could have asserted, or may assert in the future against them related to the Covered Conduct, to the extent released hereunder, and the investigation to date thereof.

8. **Subsequent Proceedings.** In any subsequent proceeding by the OAG to enforce Paragraphs 2 and 3 of this Agreement, RBS agrees not to assert as a defense to the enforcement of these Paragraphs the expiration of the statute of limitations for potential claims based on the Covered Conduct.

9. This Agreement shall be binding on and inure to the benefit of the Parties and their respective successors, assigns and transferees. RBS may not assign, delegate, or otherwise transfer its obligations under Paragraphs 2 and 3 of this Agreement without the prior written consent of the OAG. RBS shall cause this Agreement to be adopted in any such transfer agreement.

10. The terms of this Agreement were negotiated in good faith by the Parties, and reflect a settlement that was reached voluntarily after full investigation, consultation with experienced legal counsel and arms-length negotiation.

11. This Agreement is made without any trial or adjudication or court finding on any issue of fact or law, and is not a final order of any court or governmental authority.

12. RBS represents and warrants, through the signatures below, that the terms and conditions of this Agreement are duly approved, and execution of this Agreement is duly authorized.

13. This Agreement may not be amended except by an instrument in writing signed on behalf of all the Parties.

14. RBS shall, upon request by the OAG or the Monitor, provide all non-privileged documentation and information necessary for the OAG or the Monitor to verify compliance with Paragraph 3 of this Agreement.

15. All notices, reports, requests, and other communications to any Party pursuant to this Agreement shall be in writing and shall be directed as follows:

If to RBS, to:

Kay L. Lackey, Esq.
Managing Director
RBS Financial Products Inc.
600 Washington Boulevard
Stamford, Connecticut 06901

If to the OAG, to:

Hannah K. Flamenbaum, Esq.
Senior Enforcement Counsel
Investor Protection Bureau
Office of the Attorney General of the State of New York
120 Broadway, 23rd Floor
New York, New York 10271

16. RBS acknowledges that it has entered this Agreement freely and voluntarily and upon due deliberation with the advice of counsel. The Agreement and all its terms shall be

construed as if mutually drafted with no presumption of any type against any party that may be found to have been the drafter.

17. In the event that any one or more of the provisions contained in this Agreement shall for any reason be held by a court of competent jurisdiction to be invalid, illegal, or unenforceable in any respect, such invalidity, illegality, or unenforceability shall not affect any other provision of this Agreement.

18. This Agreement shall be governed by the laws of the State of New York without regard to any conflict of laws principles.

19. This Agreement, including the Appendices hereto, constitutes the entire agreement between the Parties, and supersedes any prior communication, understanding, or agreement, whether written or oral, concerning the subject matter of this Agreement.

20. This Agreement may be executed in counterparts, each of which shall be deemed to be an original, but all of which, taken together, shall constitute one and the same agreement.

21. Except as specifically provided herein, including in Paragraph 5, nothing in this Agreement shall relieve RBS of other obligations imposed by any applicable state or federal law or regulation or other applicable law.

22. Except as specifically provided herein, RBS shall not take any position in any proceeding brought by or on behalf of the OAG, or to which the OAG is a party, that is inconsistent with any part of this Agreement. Nothing in this Agreement affects RBS's (i) testimonial obligations; or (ii) right to take any legal or factual position that may contradict an allegation in this Agreement in litigation or other legal proceedings in which the OAG is not a party.

23. This Agreement is intended to be for the benefit of the OAG and the Released Entities only. This Agreement is not intended for use by any other third party in any other proceeding and is not intended, and should not be construed, as an admission of liability by the Released Entities in this or any other proceeding. Nothing contained herein shall be construed so as to create any other third-party rights or private rights of action or to deprive any person of any private right under the law.

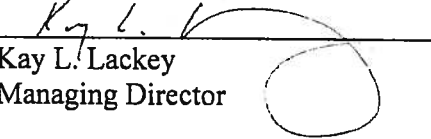
24. This Agreement is not intended to subject the Released Entities to any disqualifications contained in the federal securities laws or the Commodity Exchange Act, the rules and regulations thereunder (including, without limitation, Regulation A and Rules 505 and 506(d) under the Securities Act of 1933), the rules and regulations of any self-regulatory organizations, or various states' securities laws, including any disqualifications from relying upon registration exemptions or safe harbor provisions. In addition, this Agreement is not intended to form the basis for any such disqualifications, and is not of the type described in Section 15(b)(4)(H)(ii) of the Securities Exchange Act of 1934. This Agreement is not a final order of any court and contains no findings of the type described in Rule 803(8) of the Federal Rules of Evidence.

25. This Agreement shall not disqualify the Released Entities from any business that they otherwise are qualified, licensed, or permitted to perform under the laws or regulations of New York and any disqualifications from relying upon New York's registration exemptions or safe harbor provisions that might be deemed to arise from this Agreement are hereby waived.

26. This Agreement shall become effective and binding upon execution by the Parties hereto.

Dated: March 6, 2018
New York, New York

RBS FINANCIAL PRODUCTS INC.

By: 
Kay L. Lackey
Managing Director

ERIC T. SCHNEIDERMAN
Attorney General of the State of New York

By: 
Of Counsel:

Hannah K. Flamenbaum
Senior Enforcement Counsel
Investor Protection Bureau

Steven J. Glassman
Senior Enforcement Counsel
Economic Justice Division

Jesse A. Devine
Assistant Attorney General
Investor Protection Bureau

Melissa G. Gable
Assistant Attorney General
Investor Protection Bureau

APPENDIX A

STATEMENT OF FACTS

1. Between 2006 and 2007, RBS Financial Products Inc. f/k/a Greenwich Capital Financial Products, Inc., RBS Securities Inc. f/k/a Greenwich Capital Markets, Inc., RBS Acceptance Inc. f/k/a Greenwich Capital Acceptance, Inc., and Financial Asset Securities Corp. (collectively, “RBS”), purchased and securitized tens of thousands of mortgage loans into residential mortgage-backed securities (“RMBS”).

2. RMBS are asset-backed securities for which the underlying collateral is one or more pools of residential mortgage loans. Investors in RMBS are entitled to a share of the cash flows generated by these loan pools – primarily, the principal and interest payments made by mortgage borrowers. If a sufficient number of borrowers defaults and fails to make scheduled loan payments, depending on the deal structure and payment rules, some RMBS investors may not receive certain payments on the securities, which may also decline in value.

3. The OAG’s investigation focused on 44 securitizations issued by RBS in 2006 and 2007 with an initial principal balance in excess of \$52 billion (the “Securitizations”). RBS entities served as the sponsor (RBS Financial Products Inc.), the depositor (RBS Acceptance Inc. and Financial Asset Securities Corp.), and the underwriter (RBS Securities Inc.) for most of these offerings.

4. RBS often offered RMBS certificates to investors pursuant to publicly filed registration documents, including prospectuses and prospectus supplements (“Offering Documents”). The Offering Documents explain the structure of the RMBS offering, describe the lending standards – known as underwriting guidelines – used by mortgage lenders to originate

the underlying mortgage loans, and provide, *inter alia*, various data and representations and warranties regarding the characteristics of the loans.

5. Specifically, in connection with the marketing and sale to investors of RMBS in the Securitizations, the Offering Documents contained statements about the underlying mortgage loans and the diligence RBS performed during the securitization process.

6. Based on its investigation, the OAG has concluded that one or more statements in the Offering Documents for the Securitizations were not accurate.

7. To date, the loan pools backing the Securitizations have suffered billions of dollars of collateral losses. As a result, some investors have experienced shortfalls in principal and interest payments, as well as declines in the market value of their certificates.

RBS's Loan-Level Diligence Process at Acquisition

8. RBS purchased pools of loans from third-party originators. The originators' underwriting guidelines were described in the Offering Documents, in varying forms, as "primarily intended to evaluate the prospective borrower's credit standing and ability to repay the loan, as well as the value and adequacy of the proposed mortgaged property as collateral." After purchasing mortgage loans from third-party originators, RBS packaged the loans into pools that served as collateral for the RMBS it issued.

9. According to RBS's written policies and procedures, RBS performed diligence in connection with its RMBS offerings in order: "(a) to determine that the product meets the approved underwriting guidelines, and (b) determine whether there are significant concentrations of risk in the product that were not disclosed..." among other reasons. Other documents prepared by RBS stated that the goals of due diligence were to confirm that loans "generally comply with the lender's underwriting guidelines by checking income and asset documentation,

credit reports and credit scores, calculating debt to income ratios, and determining that the credit risk is adequately assessed,” and to determine that the loans “comply with Federal, state, and local laws....”

10. RBS generally conducted loan-level diligence at the time that it purchased loans from a third-party originator. RBS typically retained one or more third-party diligence vendors, such as the Clayton Group, Inc., to assist in these reviews. In many instances, RBS’s diligence vendors reviewed a sample of the mortgage loans in pools for potential purchase. The diligence vendors typically provided RBS with diligence reports that summarized their findings and assigned grades to each sampled loan. Based on the results of its diligence, RBS could refuse to purchase certain loans for various reasons, including, *inter alia*, that loans did not conform to applicable underwriting guidelines and lacked compensating factors, did not comply with applicable laws, or were based on appraisals that were not sufficiently supported.

RBS’s Representations to Investors

11. The Offering Documents for the Securitizations included, in varying forms, statements that the mortgage loans were “originated generally in accordance with” the originator’s underwriting guidelines, and that exceptions would be made on a “case-by-case basis...where compensating factors exist.” The Offering Documents further stated that such exceptions would be made “from time to time and in the ordinary course of business,” and disclosed that “[l]oans originated with exceptions may result in a higher number of delinquencies and loss severities than loans originated in strict compliance with the designated underwriting guidelines.”

12. The Offering Documents often contained statements, in varying forms, with respect to stated-income loans, that “the stated income is reasonable for the borrower’s employment and that the stated assets are consistent with the borrower’s income.”

13. The Offering Documents further contained statements, in varying forms, that each mortgage loan was originated “in compliance with applicable federal, state and local laws and regulations.”

14. The Offering Documents also included statements regarding the valuation of the mortgaged properties and the resulting loan-to-value (“LTV”) ratios, such as the weighted-average LTV and maximum LTV at origination of the securitized loans.

15. In addition, the Offering Documents typically stated that loans acquired by RBS for securitization were “subject to due diligence,” often described as including a “thorough credit and compliance review with loan level testing,” and stated that “the depositor will not include any loan in a trust fund if anything has come to the depositor’s attention that would cause it to believe that the representations and warranties of the related seller regarding that loan will not be accurate and complete in all material respects....”

The Actual Quality of the Mortgage Loans in the Securitizations

16. At times, RBS’s credit and compliance diligence vendors identified a number of loans as diligence exceptions because, in their view, they did not comply with underwriting guidelines and lacked adequate compensating factors or did not comply with applicable laws and regulations. Loans were also identified as diligence exceptions because of missing documents or other curable issues, or because of additional criteria specified by RBS for the review. In some instances, RBS disagreed with the vendor’s view. Certain of these loans were included in the Securitizations.

17. Additionally, some valuation diligence reports reflected variances between the appraised value of the mortgaged properties and the values obtained through other measures, such as automated valuation models (“AVMs”), broker-price opinions (“BPOs”), and drive-by reviews. In some instances, the LTVs calculated using AVM or BPO valuations exceeded the maximum LTV stated in the Offering Documents, which was calculated using the lower of the appraised value or the purchase price. Certain of these loans were included in the Securitizations.

18. RBS often purchased and securitized loans that were not part of the diligence sample without additional loan-file review. The Offering Documents did not include a description of the diligence reports prepared by RBS’s vendors, and did not state the size of the diligence sample or the number of loans with diligence exceptions or valuation variances identified during their reviews.

19. At times, RBS agreed with originators to limit the number of loan files it could review during its due diligence. Although RBS typically reserved the right to request additional loan-level diligence or not complete the loan purchase, in practice it rarely did so. These agreements with originators were not disclosed in the Offering Documents.

20. Finally, RBS performed post-securitization reviews of certain loans that defaulted shortly after securitization. These reviews identified a number of loans that appeared to breach the representations and warranties contained in the Offering Documents. Based on these reviews, RBS in some instances requested that the loan seller or loan originator repurchase certain loans.

APPENDIX B

CONSUMER RELIEF

Eligibility: The consumer relief eligibility criteria shall reflect only the terms set forth below and the following principles and conditions: (1) consumer relief will be related to borrowers or properties located in New York State; (2) consumer relief will not be implemented through any policy that violates the Fair Housing Act or the Equal Credit Opportunity Act.

Menu

<u>Menu Item</u> ¹	<u>Credit</u> ² <u>Towards Settlement</u>	<u>Minimum</u>
1. Community Restoration/Loan Remediation		
Financing to units of local government or other eligible entities for the acquisition and remediation of non-performing loans ³	\$1.00 of financing to support non-profit acquisition of non-performing loans for purposes of principal reduction and other qualified consumer relief strategies = \$2.00 credit ⁴ 115% early incentive credit ⁵	Menu item 1 credit minimum = \$65 million
2. Community Reinvestment and Neighborhood Stabilization		
A. Grants to municipalities or counties to capitalize or support certified land banks or land trusts subject to state or local regulation	\$1.00 grant = \$2.00 credit 115% early incentive credit	Menu item 2.A credit minimum = \$60 million

¹ If RBS (as defined in this Agreement) elects to do so, it may use one or more non-profit organizations to evaluate potential projects and to administer financing or grants as provided for under this Menu.

² RBS may earn credit for consumer relief activities under this Menu completed between the date of this Agreement and December 31, 2019. For all consumer relief activity under this Menu, credit will be earned when financing or grants are received by the relevant units of local government or other eligible entities, including any non-profit organization used by RBS to administer financing or grants as provided for under this Menu.

³ Eligibility is limited to non-performing loans, loans in imminent default, high LTV loans (defined as loans at or above 100% LTV), loans with rates substantially above Freddie Mac's Primary Mortgage Market Survey (PMMS), and loans with troubled loan history (defined as loans where the borrower has missed two or more payments during the term of the loan). RBS may rely on the determination of the relevant units of local government or other eligible entities, including any non-profit organization used by RBS to administer financing or grants under this Menu Item, that non-performing loans meet these eligibility criteria.

⁴ In order to be eligible to receive credit, financing in the form of a secured loan must be provided at an interest rate of less than 1% and for a term of at least four years or the disposition of the collateral securing the loan, whichever is sooner. If financing is provided in the form of a grant, each \$1.00 grant will equal \$2.50 of credit.

⁵ Early incentive credit applies to all consumer relief activity under this Menu completed by September 30, 2018. Early incentive credit and other credits are cumulative (e.g., \$1.00 of grants to municipal or county housing agencies to support housing quality improvement and enforcement programs prior to September 30, 2018 would receive \$2.30 credit). For all consumer relief activity under this Menu, RBS will earn early incentive credit when financing or grants are received by the relevant units of local government or other eligible entities, including any non-profit organization used by RBS to administer financing or grants as provided for under this Menu.

<u>Menu Item</u> ¹	<u>Credit</u> ² <u>Towards Settlement</u>	<u>Minimum</u>
B. Grants to municipalities or their housing or finance agencies to support housing quality improvement and enforcement programs	\$1.00 grant = \$2.00 credit 115% early incentive credit	Menu item 2.B credit minimum = \$110 million
3. Affordable Rental Housing		
Financing and/or grants to municipalities or counties (including housing or finance agencies) to fund Critical Need Housing Developments ⁶ and/or support services or programs for such developments	\$1.00 Loss ⁷ /grant = \$3.75 credit 115% early incentive credit	Menu item 3 credit minimum = \$165 million

Reporting Requirements, Liquidated Damages, Credit Minimums, and Tax Consequences

RBS shall endeavor to satisfy the consumer relief obligations set forth in this Appendix B by December 31, 2018, but shall have until December 31, 2019 to complete all consumer relief obligations set forth in this Appendix B. An independent Monitor acceptable to the parties and paid for by RBS shall be appointed to publicly: 1) report progress towards completion of consumer relief, including reporting on overall progress on a quarterly basis commencing no later than 180 days after the date of this Agreement; 2) report on credits earned as promptly as practicable after the Monitor has confirmed the methodology for validation of credits under this Menu; and 3) ultimately determine and certify RBS's compliance with the terms of this Appendix B. If the Monitor determines that a shortfall in any

⁶ "Critical Need Housing Developments" is defined as new or existing multifamily affordable rental housing developments that have been selected by a municipality, county or the state, or any of their housing or finance agencies and are subject to a regulatory agreement comparable to LIHTC affordability restrictions that meet one of the following criteria: (i) developed through LIHTC or are equivalent to multifamily affordable rental housing developed through LIHTC; (ii) rehabilitation of existing multifamily properties between 4 and 49 units that are currently unoccupied or in need of rehabilitation to meet state building codes – such properties would be financed with subsidy only, without LIHTC, and be subject to an affordable regulatory agreement for families at or below 60% of the area median income for that area; (iii) provide multifamily affordable rental housing for senior citizens; (iv) provide multifamily affordable rental housing located near public transit hubs; or (v) provide multifamily affordable rental housing located near (or that otherwise provides access to) health care professionals. RBS will have the ability to choose and underwrite the projects financed pursuant to this menu item. If RBS elects to do so, it may use one or more non-profits to evaluate potential projects and to generate and administer financing or grants to municipalities or counties pursuant to this menu item. RBS may rely on the determination of the relevant units of local government or other eligible entities, including any non-profit organization used by RBS to administer financing or grants under this Menu Item, that Critical Need Housing Developments meet these eligibility criteria. A cumulative 115% credit will be provided for projects located in municipalities or counties where RBS has not funded a Critical Need Housing Development during the past four years.

⁷ For loans or investments, "Loss" is measured by the net settlement amount, and is equal to the difference between par value (*i.e.*, the amount paid by RBS) and the fair value (*i.e.*, market value) on the origination date of the loan or investment made to facilitate the construction, rehabilitation or preservation of multifamily affordable rental housing, less administrative fees. Origination date is defined as the date of the closing of the loan or investment at par value and disbursement by RBS to fund the Loss. Credit will only be given up to \$100,000 of Loss per affordable housing unit. Origination date is also the determinative date for determining whether the Loss is eligible for the early incentive credit. If RBS's Loss is substantially reversed due to circumstances such as cancellation of the project during the term of this Appendix B, RBS's credit shall be calculated on the actual Loss incurred. The Loss will be validated by the non-profit tax credit syndicator. For grants of assets to fund developments or support services, the value of the grant will be measured based on the fair value of the asset at the time of the grant. The financing provided under this section will be in a form (e.g., as a grant or a forgivable loan) acceptable to the municipality or county receiving the financing.

consumer relief obligation remains as of December 31, 2019, RBS shall make a compensatory payment in cash to the State of New York, in accordance with written payment processing instructions from the New York Attorney General, in an amount equal to the shortfall (the "Liquidated Damages"). The payment of Liquidated Damages shall be the sole remedy for any failure to complete the consumer relief. The calculations regarding the credit minimums shall be performed by the Monitor and the Monitor shall determine at the end of the period whether there are Liquidated Damages and, if so, the amount due.

In the event that RBS is unable to satisfy the credit minimums set forth in this Menu despite using its best efforts (as confirmed by the Monitor) for the applicable consumer relief program, RBS may apply any credits earned in excess of any of the credit minimums to offset any deficiency in respect of any of the other Menu Items as to which a credit minimum applies.

Credit will not be given for any item of relief provided pursuant to this Menu where the Monitor determines that RBS has failed to satisfactorily report data for that relief as required in this Appendix B.

APPENDIX C

RMBS AND CDO DEAL NAMES¹

Residential Mortgage-Backed Securitizations

AAA Trust 2005-2
AAA Trust 2007-1
AAA Trust 2007-2
Aames Mortgage Investment Trust 2004-1
Aames Mortgage Investment Trust 2005-1
Aames Mortgage Investment Trust 2005-2
Aames Mortgage Investment Trust 2005-4
Aames Mortgage Investment Trust 2006-1
American Home Mortgage Assets Trust 2005-2
American Home Mortgage Assets Trust 2007-3
American Home Mortgage Investment Trust 2004-2
American Home Mortgage Investment Trust 2005-2
American Home Mortgage Investment Trust 2005-4
American Home Mortgage Investment Trust 2006-1
American Home Mortgage Investment Trust 2006-2
American Home Mortgage Investment Trust 2006-3
Ameriquet CI-9 NIM 2005-RN9
Ameriquet Mortgage Securities 2004-FR1
Ameriquet Mortgage Securities 2004-IA1
Ameriquet Mortgage Securities 2004-R1
Ameriquet Mortgage Securities 2004-R2
Ameriquet Mortgage Securities 2004-R3
Ameriquet Mortgage Securities 2004-R6
Ameriquet Mortgage Securities 2004-R8
Ameriquet Mortgage Securities 2005-R10
Ameriquet Mortgage Securities 2005-R2
Ameriquet Mortgage Securities 2005-R5
Ameriquet Mortgage Securities 2005-R8
Ameriquet Mortgage Securities 2005-R9
Ameriquet Mortgage Securities Trust 2006-M3
Ameriquet Mortgage Securities Trust 2006-R1
Ameriquet NIM 2004-FRN1
Ameriquet NIM 2004-RN5
Ameriquet NIM CI-4 2004-IAN1
Ameriquet NIM Trust 2004-R8
Ameriquet NIM Trust 2004-RN7
Ameriquet NIM Trust 2005-RN2
Ameriquet NIM Trust 2005-RN5
Argent Asset-Backed Pass-Through Certificates 2005-W5
Argent Mortgage Loan Trust 2005-W1
Argent NIM 2006-M1
Argent NIM CI-14 2004-WN10
Argent NIM Trust 2004-WN7
Argent Securities 2004-W3
Argent Securities 2004-W6
Argent Securities Inc. 2004-PW1

¹ This Appendix reflects RMBS and CDOs that were issued between January 1, 2004 and December 31, 2008 and is intended to be illustrative only. The absence of a qualifying RMBS or CDO from this Appendix does not impact the releases provided under the Agreement.

Argent Securities Inc. 2004-W8
Argent Securities Inc. Asset-Backed Pass-Through Certificates 2004-W11
Argent Securities Trust 2006-M1
Argent Securities Trust 2006-W5
Arran Residential Mortgages Funding No. 2 plc
Arran Residential Mortgages Funding No. 3 plc
BellaVista Mortgage Trust 2004-1
BellaVista Mortgage Trust 2005-1
BellaVista Mortgage Trust 2005-2
Cayman Nomura Asset Acceptance Corporation NIM 2006-S5
C-BASS 2006-CB6 Trust
C-BASS Mortgage Loan Asset-Backed Certificates 2004-CB6
C-BASS Mortgage Loan Asset-Backed Certificates 2006-RP1
C-BASS Mortgage Loan Asset-Backed Certificates 2006-RP2
C-BASS Mortgage Loan Asset-Backed Certificates 2007-SP2
C-BASS Mortgage Loan Trust 2007-CB3
C-BASS Mortgage Loan Trust 2007-CB6
CDC Mortgage Capital Trust 2004-HE1
Centex Home Equity Loan Trust 2004-A
Centex Home Equity Loan Trust 2004-B
Centex Home Equity Loan Trust 2004-C
Centex Home Equity Loan Trust 2004-D
Centex Home Equity Loan Trust 2005-A
Centex Home Equity Loan Trust 2005-B
Centex Home Equity Loan Trust 2005-C
Centex Home Equity Loan Trust 2005-D
Centex Home Equity Loan Trust 2006-A
Charlie Mac Trust 2004-2
CHEC Loan Trust 2004-1
CHEC NIM Trust 2004-1
CHL Mortgage Pass-Through Trust 2004-16
CHL Mortgage Pass-Through Trust 2004-2
CHL Mortgage Pass-Through Trust 2004-20
CHL Mortgage Pass-Through Trust 2004-23
CHL Mortgage Pass-Through Trust 2004-8
CHL Mortgage Pass-Through Trust 2005-10
CHL Mortgage Pass-Through Trust 2005-13
CHL Mortgage Pass-Through Trust 2005-21
CHL Mortgage Pass-Through Trust 2006-1
CHL Mortgage Pass-Through Trust 2006-6
CHL Mortgage Pass-Through Trust 2007-15
CHL Mortgage Pass-Through Trust 2007-7
Citicorp Mortgage Securities Trust 2007-2
Citicorp Mortgage Securities, Inc. REMIC Pass-Through Certificates 2005-4
Citicorp Mortgage Securities, Inc. REMIC Pass-Through Certificates 2005-6
Citicorp Mortgage Securities, Inc. REMIC Pass-Through Certificates 2005-7
CitiFinancial Mortgage Securities 2004-1
Citigroup Mortgage Loan Trust 2004-CB7
CitiMortgage Alternative Loan Trust 2007-A3
CitiMortgage Alternative Loan Trust 2007-A4
CitiMortgage Alternative Loan Trust 2007-A5
CitiMortgage Alternative Loan Trust 2007-A6
CitiMortgage Alternative Loan Trust 2006-A6
Countrywide Alternative Loan Trust 2004-10CB
Countrywide Alternative Loan Trust 2004-13CB
Countrywide Alternative Loan Trust 2004-15

Countrywide Alternative Loan Trust 2004-18CB
Countrywide Alternative Loan Trust 2004-22CB
Countrywide Alternative Loan Trust 2004-25CB
Countrywide Alternative Loan Trust 2004-28CB
Countrywide Alternative Loan Trust 2004-2CB
Countrywide Alternative Loan Trust 2004-36CB
Countrywide Alternative Loan Trust 2004-4CB
Countrywide Alternative Loan Trust 2004-5CB
Countrywide Alternative Loan Trust 2004-6CB
Countrywide Alternative Loan Trust 2004-8CB
Countrywide Alternative Loan Trust 2005-26CB
Countrywide Alternative Loan Trust 2005-3CB
Countrywide Alternative Loan Trust 2005-49CB
Countrywide Alternative Loan Trust 2005-6CB
Countrywide Alternative Loan Trust 2005-70CB
Countrywide Alternative Loan Trust 2005-73CB
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Soundview Home Loan Trust 2005-OPT1
Soundview Home Loan Trust 2005-OPT2
Soundview Home Loan Trust 2005-OPT3
Soundview Home Loan Trust 2005-OPT4
Soundview Home Loan Trust 2006-1
Soundview Home Loan Trust 2006-2
Soundview Home Loan Trust 2006-3
Soundview Home Loan Trust 2006-A
Soundview Home Loan Trust 2006-EQ1
Soundview Home Loan Trust 2006-EQ2
Soundview Home Loan Trust 2006-NLC1
Soundview Home Loan Trust 2006-OPT1
Soundview Home Loan Trust 2006-OPT2
Soundview Home Loan Trust 2006-OPT3
Soundview Home Loan Trust 2006-OPT4
Soundview Home Loan Trust 2006-OPT5
Soundview Home Loan Trust 2006-WF1
Soundview Home Loan Trust 2006-WF2
Soundview Home Loan Trust 2007-1
Soundview Home Loan Trust 2007-2
Soundview Home Loan Trust 2007-NS1
Soundview Home Loan Trust 2007-OPT1
Soundview Home Loan Trust 2007-OPT2
Soundview Home Loan Trust 2007-OPT3
Soundview Home Loan Trust 2007-OPT4
Soundview Home Loan Trust 2007-OPT5
Soundview Home Loan Trust 2007-WMC1
Soundview Home Loan Trust 2008-1
Soundview NIM Notes 2005-KS3
Soundview NIM Notes 2005-OPT2
Soundview NIM Trust 2004-1
Soundview NIM Trust 2004-2
Soundview NIM Trust 2005-3
Soundview NIM Trust 2005-OPT1
Soundview NIM Trust 2006-OPT4
Soundview NIM Trust 2007-OPT1
Thornburg Mortgage Securities Trust 2004-1

Thornburg Mortgage Securities Trust 2004-2
Thornburg Mortgage Securities Trust 2004-3
Thornburg Mortgage Securities Trust 2004-4
Thornburg Mortgage Securities Trust 2005-1
Thornburg Mortgage Securities Trust 2005-2
Thornburg Mortgage Securities Trust 2005-3
Thornburg Mortgage Securities Trust 2005-4
Thornburg Mortgage Securities Trust 2006-1
Thornburg Mortgage Securities Trust 2006-2
Thornburg Mortgage Securities Trust 2006-3
Thornburg Mortgage Securities Trust 2006-4
Thornburg Mortgage Securities Trust 2006-5
Thornburg Mortgage Securities Trust 2006-6
Thornburg Mortgage Securities Trust 2007-1
Thornburg Mortgage Securities Trust 2007-2
Thornburg Mortgage Securities Trust 2007-3
Thornburg Mortgage Securities Trust 2007-4
Thornburg Mortgage Securities Trust 2008-1
Truman Capital Mortgage Loan Trust 2004-1
Truman Capital Mortgage Loan trust 2004-2
Truman Capital Mortgage Loan Trust 2005-1
Truman Capital Mortgage Loan Trust 2006-1
Truman Capital Trust 2004-LT1
Vendee Mortgage Trust 2008-1
Wachovia Loan Trust 2005-SD1
Wachovia Mortgage Loan Trust 2005-WMC1
Wachovia Mortgage Loan Trust 2006-ALT1
Wachovia Mortgage Loan Trust 2006-AMN1
WaMu Mortgage Pass-Through Certificates 2004-AR1
WaMu Mortgage Pass-Through Certificates 2004-AR10
WaMu Mortgage Pass-Through Certificates 2004-AR11
WaMu Mortgage Pass-Through Certificates 2004-AR12
WaMu Mortgage Pass-Through Certificates 2004-AR13
WaMu Mortgage Pass-Through Certificates 2004-AR2
WaMu Mortgage Pass-Through Certificates 2004-AR3
WaMu Mortgage Pass-Through Certificates 2004-AR4
WaMu Mortgage Pass-Through Certificates 2004-AR6
WaMu Mortgage Pass-Through Certificates 2004-AR7
WaMu Mortgage Pass-Through Certificates 2004-AR8
WaMu Mortgage Pass-Through Certificates 2004-RP1
WaMu Mortgage Pass-Through Certificates 2005-AR1
WaMu Mortgage Pass-Through Certificates 2005-AR11
WaMu Mortgage Pass-Through Certificates 2005-AR13
WaMu Mortgage Pass-Through Certificates 2005-AR15
WaMu Mortgage Pass-Through Certificates 2005-AR17
WaMu Mortgage Pass-Through Certificates 2005-AR19
WaMu Mortgage Pass-Through Certificates 2005-AR2
WaMu Mortgage Pass-Through Certificates 2005-AR4
WaMu Mortgage Pass-Through Certificates 2005-AR7
Wells Fargo Mortgage Backed Securities 2005-11
Wells Fargo Mortgage Backed Securities 2005-14
Wells Fargo Mortgage Backed Securities 2005-17
Wells Fargo Mortgage Backed Securities 2005-2 Trust
Wells Fargo Mortgage Backed Securities 2005-6 Trust
Wells Fargo Mortgage Backed Securities 2005-7
Wells Fargo Mortgage Backed Securities 2005-9

Wells Fargo Mortgage Backed Securities 2006-11
Wells Fargo Mortgage Backed Securities 2006-2
Wells Fargo Mortgage Backed Securities 2006-4
Wells Fargo Mortgage Backed Securities 2006-7
Wells Fargo Mortgage Backed Securities 2007-1
Wells Fargo Mortgage Backed Securities 2007-4
Zuni Mortgage Loan Trust 2006-OA1

CDOs

ACA ABS 2007-1
ACA ABS CDO 2005-1
Acacia CDO 12, LTD
Acacia CDO IV
Acacia CDO V
Acacia CDO VIII
Acacia CDO X
Adrastea SHG 2007-1
Babson Quantitative Mortgage CDO
Cairn HG ABS CDO II
Cairn Mezz ABS CDO II
Cairn Mezz ABS CDO III
C-BASS IX CDO
C-BASS XV CBO
Charles Fort CDO I, Ltd
Chrome Funding Ltd / Green Bay
Enhanced Mortgage-Backed Securities Fund V
Glacier Funding CDO IV
GSC CDO 2007-1r, Ltd.
Gulf Stream-Atlantic CDO 2007-1
Kleros Preferred Funding IX
Knollwood CDO
Knollwood CDO II
Longridge ABS CDO II
MKP CBO III
MKP CBO IV
MKP CBO V
NovaStar ABS CDO I
Orchid Structured Finance CDO III
Pascal CDO
STACK 2007-2 Ltd.
TABS 2006-6
Trainer Wortham CDO IV
Webster CDO I