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

In the matter of the application of

THE BANK OF NEW YORK MELLON, in its Capacity as Trustee or Indenture Trustee of 530 Countrywide Residential Mortgage-Backed Securitization Trusts,

Petitioner,

For Judicial Instructions under CPLR Article 77 on the Distribution of a Settlement Payment.

Index No. 150973/2016

INDEX NO. 150973/2016

IAS Part 39

RESPONSIVE SUBMISSION OF FEDERAL HOME LOAN MORTGAGE CORPORATION

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Attorneys for Federal Home Loan Mortgage Corporation

Dated: New York, New York

March 14, 2016

The Federal Home Loan Mortgage Corporation ("Freddie Mac") submits the following Responsive Submission, in response to the filings of various Certificateholders on March 4, 2016 in this special proceeding.

There is no dispute concerning the distribution outcome in the 21 overcollateralization trusts that are the subject of Freddie Mac's Answer (the "Freddie Mac OC Trusts"). As stated in Freddie Mac's Answer (Dkt. No. 40), the Trustee should distribute the Allocable Shares for the Freddie Mac OC Trusts by calculating the Overcollateralized Amount (as that term is defined in the PSAs for those trusts) in a manner that does not result in the alleged "leakage" described in the Petition. The Answer of Certain Institutional Investors (Dkt. No. 34), reached the same conclusion.

None of the other Certificateholder submissions would call for any distribution outcome different than that set forth above as to the Freddie Mac OC Trusts. Attached as an Appendix to this Responsive Submission is a chart listing the specific trusts that are the subject of each such Certificateholder's submission; the chart is clear that none of those trusts overlaps with the Freddie Mac OC Trusts.¹ In fact, none of the other Certificateholder submissions mentioned the Freddie Mac OC Trusts.²

No Interested Person has objected to the relief that Freddie Mac has requested concerning the Freddie Mac OC Trusts, and no Interested Person has raised any genuine issue of fact

¹ Although one of the Freddie Mac OC Trusts (CWABS 2006-3) has a similar name to one of the trusts that is the subject of the Prosiris and Tilden Park submissions (CWMBS 2006-3), they are in fact different trusts.

² The Prosiris and Tilden Park submissions state that their submission "applies only to [those entities'] 14 Trusts and does not take a position as to the remaining 516 Covered Trusts." (Dkt. No. 32 at 1.) Those 14 Trusts do not overlap with any Freddie Mac OC Trust. Likewise, the Center Court submission states that Center Court "takes no position on the interpretation of any PSA other than those governing" the seven specific trusts that are the subject of Center Court's submission, none of which overlaps with a Freddie Mac OC Trust. (Dkt. No. 47 at 5 n.4.)

concerning the Freddie Mac OC Trusts. Therefore the Court should grant Freddie Mac's

requested relief without further delay.

Freddie Mac understands that Certain Investors will be submitting a joint reply in which

they seek that an appropriate judgment be issued directing the distribution of Allocable Shares

for the non-OC Trusts as well as the vast majority of the OC Trusts, including the Freddie Mac

OC Trusts. For the purposes of this Article 77 proceeding only, Freddie Mac supports the entry

of an appropriate judgment directing the prompt distribution of Allocable Shares for all of those

trusts.

Dated:

New York, New York March 14, 2016

HOLWELL SHUSTER & GOLDBERG LLP

By: /s/ Michael S. Shuster

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APPENDIX

Prosiris / Tilden Park	Center Court	Blue Mountain	TIG	Freddie Mac
CWALT 2005-61	CWABS 2004-6	CWL 2005-IM3	CWABS 2006-	CWABS 2005-9
CWALT 2005-69	CWABS 2004-BC5	CWALT 2007-OA3		CWABS 2005-12
CWALT 2005-72	CWABS 2005-1			CWABS 2005-13
CWALT 2005-76	CWABS 2005-AB1			CWABS 2005-14
CWALT 2005-IM1	CWABS 2006-24			CWABS 2005-16
CWALT 2006-OA3	CWALT 2005-61			CWABS 2005-17
CWALT 2006-OA7	CWALT 2006-OC3			CWABS 2005-AB2
CWALT 2006-OA8				CWABS 2005-BC5
CWALT 2006-OA10				CWALT 2005-AR1
CWALT 2006-OA14				CWABS 2006-2
CWALT 2007-OA3				CWABS 2006-3
CWALT 2007-OA8				CWABS 2006-5
CWMBS 2006-3				CWABS 2006-7
CWMBS 2006-OA5				CWABS 2006-10
				CWABS 2006-19
				CWABS 2006-26
				CWABS 2006-BC2
				CWABS 2006-BC3
				CWALT 2006-OC8
				CWALT 2006-OC10
				CWALT 2006-OC11