

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

**Hon. Andrew Borrok**

PRESENT: \_\_\_\_\_

Justice

PART 53

Index Number : 656587/2016  
BLACKROCK CORE BOND PORTFOLIO  
vs.  
WELLS FARGO BANK, NATIONAL  
SEQUENCE NUMBER : 010  
PROPOSED SETTLEMENT CLASS

INDEX NO. \_\_\_\_\_

MOTION DATE \_\_\_\_\_

MOTION SEQ. NO. \_\_\_\_\_

The following papers, numbered 1 to \_\_\_\_\_, were read on this motion to/for \_\_\_\_\_

Notice of Motion/Order to Show Cause — Affidavits — Exhibits \_\_\_\_\_ | No(s). \_\_\_\_\_

Answering Affidavits — Exhibits \_\_\_\_\_ | No(s). \_\_\_\_\_

Replying Affidavits \_\_\_\_\_ | No(s). \_\_\_\_\_

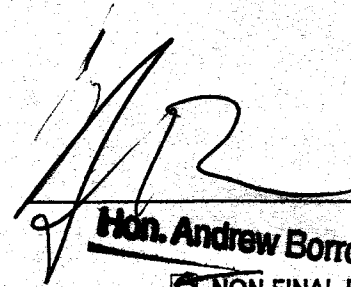
Upon the foregoing papers, it is ordered that this motion is *granted,*

*as indicated on the record (Armstrong, et. Repater), see attached order.*

*fairness hearing set for 5/6/19 @ 10am*

MOTION/CASE IS RESPECTFULLY REFERRED TO JUSTICE FOR THE FOLLOWING REASON(S):

Dated: 1/30/19

  
\_\_\_\_\_  
**Hon. Andrew Borrok** J.S.C.

- 1. CHECK ONE: .....  CASE DISPOSED  NON-FINAL DISPOSITION
- 2. CHECK AS APPROPRIATE: ..... MOTION IS:  GRANTED  DENIED  GRANTED IN PART  OTHER
- 3. CHECK IF APPROPRIATE: .....  SETTLE ORDER  SUBMIT ORDER
- DO NOT POST  FIDUCIARY APPOINTMENT  REFERENCE

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

BLACKROCK CORE BOND PORTFOLIO,  
et al.,

Plaintiffs,

-against-

WELLS FARGO BANK, NATIONAL  
ASSOCIATION,

Defendant.

Index No. 656587/2016

Justice Andrew Borrok (Part 53)

~~PROPOSED~~ **ORDER (1) DIRECTING NOTICE TO  
THE PROPOSED SETTLEMENT CLASS OF THE PROPOSED SETTLEMENT  
AND FAIRNESS HEARING, AND (2) SETTING DATE FOR FAIRNESS HEARING**

The Parties have applied for an Order (i) Directing Notice to the proposed Class of a proposed Settlement of this class action (the “Action”), in accordance with the Parties’ Stipulation and Agreement of Settlement Agreement dated November 9, 2018 (hereafter, the “Settlement Agreement”), and (ii) setting the matter for a Fairness Hearing. The Court having considered the submissions of the Parties including the Plaintiffs’ Notice of Unopposed Motion, Affidavit of Timothy A. DeLange and the exhibits attached thereto, and Memorandum of Law in Support, all dated November 9, 2018, and the ~~Proposed~~ Order (1) Directing Notice to the Proposed Settlement Class of the Proposed Settlement and Fairness Hearing, and (2) Setting Date for Fairness Hearing, it is ORDERED that:

1. Incorporation. Except for terms defined herein, the Court adopts and incorporates the definitions in the Stipulation for purposes of this Order.
2. Findings Regarding Notice. The Court hereby approves, as to form and content:
  - (a) the Notice of Pendency of Class Action, Proposed Settlement and Fairness Hearing and Right to Appear, substantially in the form attached as Exhibit 5 to the Stipulation (the “Notice”), and
  - (b) the Summary Notice of Pendency of Class Action, Proposed Settlement, Fairness Hearing, and Right to Appear, substantially in the form attached as Exhibit 8 to the Stipulation (the “Summary Notice”).The Court finds that the dissemination and distribution of the Notice and the Summary Notice substantially in the manner and form set forth in Paragraph 3 below constitutes the best notice practicable under the circumstances, meets the requirements of applicable law, is due and sufficient notice to the proposed Settlement Class Members of all matters relating to the Settlement, and satisfies the requirements of due process and the New York Civil Practice Law and Rules (“CPLR”) 904 and 908 thereof. The Notice and Summary Notice adequately inform proposed Settlement Class Members of, *inter alia*, the pending class action, the composition of the Class, the issues between the Parties, the terms of the Proposed Settlement,

how a Class Member may object, the time period within which such objection, if any, must be made, and the date on which the Court will hold a hearing to consider the fairness of the proposed Settlement.

3. Dissemination of Notice. The Court hereby approves the appointment of JND Legal Administration as the Claims Administrator to supervise and administer the notice procedure, as well as the processing of claims, as set forth in more detail in the Settlement Agreement, and directs the following actions:

- (i) Commencing no later than twenty-one (21) business days following entry of this Order, Plaintiffs' Counsel shall cause copies of the Notice and the Proof of Claim Form, substantially in the forms attached as Exhibits 5 and 3 to the Stipulation, respectively, to be disseminated to all Settlement Class Members that can be identified with reasonable effort, as set forth in the Settlement Agreement at paragraph 29;
- (ii) No later than twenty-one (21) business days following entry of this Order, Plaintiffs' Counsel shall cause the Summary Notice to be published once in *Investor's Business Daily*, no less than one-quarter of a page;
- (iii) No later than twenty-one (21) business days following entry of this Order, Plaintiffs' Counsel shall cause the Settlement Agreement, the Notice, the Summary Notice, and the Proof of Claim Form to be posted on the Claims Administrator's website, and to remain there through the date of the Fairness Hearing;
- (iv) No later than twenty-one (21) business days following entry of this Order, Plaintiffs' Counsel shall cause the Settlement Agreement, the Notice, the Summary Notice, and the Proof of Claim Form to be posted on its firm website, and to remain there through the date of the Fairness Hearing;

- (v) No later than thirty (30) days prior to the Fairness Hearing, Plaintiffs' Counsel shall cause to be served on Defendant's Counsel and filed with the Court proof, by affidavit or declaration, of such dissemination, publishing, and posting;
- (vi) No later than twenty-one (21) business days following entry of this Order, Defendant shall cause the Notice, the Summary Notice, and the Proof of Claim Form to be posted on the Wells Fargo Trust Investor website (CTSLink), and to remain there through the date of the Fairness Hearing; and
- (vii) Defendant will provide a copy of the Notice, Summary Notice, and Proof of Claim Form to the Depository Trust Company ("DTC").

4. Nominee Obligations. Nominees that purchased, held, or otherwise acquired any of the Certificates for the beneficial interest of any person or entity other than themselves are directed to and shall disseminate the Notice and the Proof of Claim Form to the beneficial owners of such Certificates within fourteen (14) days after receipt thereof, or send a list of the names and addresses of such beneficial owners to the Claims Administrator within fourteen days after receipt thereof, in which event the Claims Administrator promptly shall disseminate the Notice and the Proof of Claim Form to such beneficial owners. Upon full compliance with this Order, nominees may seek reimbursement from the Settlement Fund for their reasonable and properly documented out-of-pocket expenses incurred in forwarding the Notice and the Proof of Claim Form to beneficial owners, subject to further order of the Court with respect to any disputes concerning such reimbursement.

5. Fairness Hearing to be Held. For purposes of effectuating the proposed Settlement only, the Court will hold a Fairness Hearing (the "Fairness Hearing") to determine (a) whether to certify this case as a class action pursuant to CPLR 901, *et seq.*, on behalf of all persons or entities who purchased or otherwise acquired a beneficial interest in a security issued from the Trusts and

(i) hold on the date on which the Court enters an order finally approving the Settlement or (ii) held at any time on or after June 18, 2014, but no longer hold as of the date on which the Court enters an order finally approving the Settlement, and (b) whether to approve the proposed Settlement, the proposed Plan of Allocation, and the application for attorneys' fees and expenses.

6. Fairness Hearing Details. The Fairness Hearing shall be held before this Court on May 6, 2019, at 10:00a.m. .m., Part 53, in Room 238 at the Courthouse at 60 Centre Street, New York, NY 10007, to consider (a) whether the class action should be certified for Settlement purposes only, and if so, whether (b) Plaintiffs are adequate representatives of the proposed Class; (c) whether Plaintiffs' Counsel shall be appointed Class Counsel; (d) whether the Settlement is fair, reasonable, adequate and in the best interests of the Settlement Class; (e) any objections to the Settlement; (f) approval of the proposed Plan of Allocation; (g) an application for attorneys' fees and expenses; (h) whether the Order and Final Judgment should be entered; and (i) any such other matters as the Court may deem necessary and appropriate.

7. Stay Pending Settlement Approval. All proceedings in this Action, other than such proceedings as may be necessary to carry out the terms and conditions of the proposed Settlement Agreement, are hereby stayed and suspended until further Order of this Court. In addition, proposed Settlement Class Members shall not undertake any action in any other proceedings against Defendant or any of Defendant's Releasees relating to the Settled Claims, including in the actions titled *BlackRock Allocation Target Shares: Series S Portfolio, et al. v. Wells Fargo Bank, National Association*, Case No. 14-cv-9371-KPF-SN (S.D.N.Y.); *PIMCO Absolute Return Strategy 3D Offshore Fund Ltd., et al. v. Wells Fargo Bank, National Association*, Index No. 654743/2017 (N.Y. Sup. Ct.); *Wells Fargo Bank, National Association v. BlackRock Advisors, L.L.C.*, Case No. 14-cv-9371-KPF-SN (S.D.N.Y.); *Wells Fargo Bank, National Association v. Pacific Investment Management Company, Inc.*, Case No. 14-cv-9371-KPF-SN (S.D.N.Y.); *Wells*

*Fargo Bank, National Association v. PGIM, Inc., et al.*, Case No. 14-cv-9371-KPF-SN (S.D.N.Y.);  
*Wells Fargo Bank, National Association v. Teachers Advisors, LLC., et al.*, Case No. 14-cv-9371-KPF-SN (S.D.N.Y.).

8. Requests for Exclusion Deadline. Each proposed Settlement Class Member will be bound by all determinations and judgments in this Action whether favorable or unfavorable, unless such person or entity mails or delivers a written Request for Exclusion from the Settlement Class, addressed to *BlackRock Wells Fargo RMBS Trustee Litigation, EXCLUSIONS, c/o JND Legal Administration, P.O. Box 91224, Seattle, WA 98111*. The exclusion request must be **received no later than April 15, 2019**. Proposed Settlement Class Members will not be able to exclude themselves from the proposed Settlement Class after that date. All persons and entities submitting timely and valid Requests for Exclusion in the manner set forth in this Paragraph and Paragraph 9 below shall not be bound by the Settlement Agreement or judgment that may be entered in this Action. Any proposed Settlement Class Member who fails to submit a Request for Exclusion shall be deemed to have waived his, her, or its right to be excluded from the Class and shall be barred from making such a request in this Action or any other action or proceeding. Plaintiffs' Counsel will provide copies of any and all Requests for Exclusion to Defendant's Counsel as provided in the Settlement Agreement.

9. Requests for Exclusion Content. To be valid, a Request for Exclusion must be in writing and contain: (i) a request to be excluded from the Settlement, (ii) the requestor's name, address, and telephone number, (iii) the CUSIP of each Certificate in the Trusts that the requestor held at any time on or after June 18, 2014 ("Covered Certificate"), (iv) the date of each purchase or acquisition of each such Covered Certificate, (v) the outstanding face amount of each Covered Certificate as of the date of each purchase or other acquisition, (vi) the date of each sale or other disposition, if any, of a Covered Certificate on or after June 18, 2014, and (vii) the outstanding

face amount of the Covered Certificate as of the date of any such sale or other disposition on or after June 18, 2014, or if no sale or disposition has occurred, as of the date the Request for Exclusion is made. A Request for Exclusion shall not be valid and effective unless it provides all the information called for in this Paragraph and is received within the time stated above, or is otherwise accepted by the Court.

10. **Objections.** Any Member of the proposed Settlement Class who objects to the proposed Settlement Agreement, adequacy of representation by Plaintiffs and their counsel, the proposed Plan of Allocation, the entry of an order and final judgment approving the Settlement pursuant to the Settlement Agreement, and/or any fee application, or who otherwise wishes to be heard at the Fairness Hearing (an "Objector"), may object orally at the Fairness Hearing, and to the extent allowed by the Court, present evidence or argument that may be proper or relevant. Any Member of the proposed Settlement Class may also file a written objection (together with supporting briefs and any other supporting papers) with the Clerk of the Supreme Court of New York, County of New York. This filing may be done electronically via the Court's electronic filing system or at the Supreme Court of New York, County of New York, 60 Centre Street, New York, NY 10007. The filing should be **received by the Court no later than April 15, 2019, with copies of all papers delivered to all Parties' counsel on or before that date**, as follows:

***Counsel for Plaintiffs***

Timothy A. DeLange, Esq.  
Benjamin Galdston, Esq.  
BERNSTEIN LITOWITZ BERGER  
& GROSSMANN LLP  
12481 High Bluff Drive, Suite 300  
San Diego, CA 92130

***Counsel for Wells Fargo***

Jayant W. Tambe, Esq.  
Howard F. Sidman, Esq.  
JONES DAY  
250 Vesey Street  
New York, NY 10281

Any written objection should state the reasons for the objection, and include (i) your name, address, and telephone number; (ii) the CUSIP of each Certificate purchased, acquired, sold, or disposed of; (iii) the outstanding face amount as of the date of each purchase, acquisition, sale, or



disposition; (iv) the per-unit price of each such transaction; (v) the total amount of consideration paid or received in connection with each such transaction; (vi) the date of each such transaction; (vii) the CUSIP and current face amount of each Certificate still held; (viii) a written statement of all grounds for the objection accompanied by any legal support for the objection; (ix) copies of any papers, briefs or other documents upon which the objection is based; (x) a list of all persons who will be called to testify in support of the objection; (xi) a statement of whether the objector intends to appear at the Fairness Hearing; and (xii) the objector's signature, even if represented by counsel.

11. Effect of Failure to Object. Any proposed Settlement Class Member that does not object orally at the Fairness Hearing or in writing prior to the Fairness Hearing, shall be deemed to have waived the right to object (including any right of appeal) and, after the Fairness Hearing, shall be forever barred from making any objection to the proposed Settlement (including any objection to its fairness or adequacy), class action determination, adequacy of representation by Plaintiffs and their counsel, the proposed Plan of Allocation, the Order and Final Judgment to be entered in this Action, and/or an award of attorneys' fees and expenses to Plaintiffs' Counsel in this proceeding, unless the Court orders otherwise.

12. Entry of Final Judgment After Fairness Hearing. If the Court approves the proposed Settlement following the Fairness Hearing, an Order and Final Judgment will be entered as described in the Settlement Agreement.

13. No Force and Effect if Not Approved. If the proposed Settlement is not approved in all material respects by the Court for any reason, if the Settlement is terminated, or if the Court for any reason does not enter the Order and Final Judgment substantially in the form of Exhibit 4 to the Stipulation, the Settlement shall have no further force and effect and shall not be deemed to prejudice in any way the respective positions of Plaintiffs or the Defendant in the Action or any related action, and neither the existence of the Stipulation, nor its contents or negotiations, shall be

admissible in evidence or shall be referred to for any purpose in the Action or in any other litigation or proceeding, any judgment or order entered by the Court in accordance with the terms of the Stipulation shall be treated as vacated *nunc pro tunc*, and the Parties shall revert to their respective positions in the Actions as of immediately prior to the execution of the Term Sheet on August 15, 2018. Moreover, in such event, no party shall be entitled to recover any costs or expenses incurred in connection with the Stipulation from the other Party or the Settlement Fund.

14. No Admissions by the Parties. Neither this Order, nor the Stipulation, including the exhibits thereto, nor any of the negotiations or proceedings in connection therewith, nor any of the documents or statements referred to herein or therein, nor the Settlement proceedings, nor any statements in connection therewith (a) shall (i) be argued to be, used or construed as, offered or received in evidence as, or otherwise constitute an admission, concession, presumption, proof, evidence or a finding of any liability, fault, wrongdoing, injury or damage, or of any wrongful conduct, act or omission on the part of the Defendant, or of any infirmity of any defense, or of any damage to any Plaintiff or Class Member, or (ii) otherwise be used to create or give rise to any inference or presumption against the Defendant concerning any fact alleged or that could have been alleged, or any claim asserted or that could have been asserted in the Action, or of any purported liability, fault or wrongdoing of the Defendant or of any injury or damages to any person, or (b) shall otherwise be admissible, referred to or used in any proceeding of any nature, for any purpose whatsoever; provided, however, that the Stipulation and/or this Order may be introduced in any proceeding as may be necessary to argue that the Stipulation and/or this Order has *res judicata*, collateral estoppel or other issue or claim preclusion effect or to otherwise consummate or enforce the Stipulation and/or this Order.

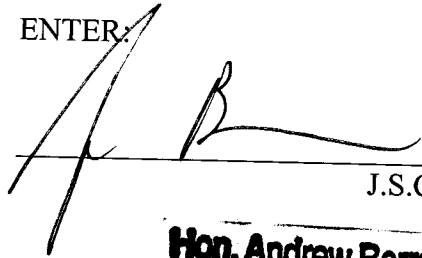
15. Modifications and Retention of Jurisdiction. The Court reserves the right to approve the Settlement with such modifications as may be agreed to by the Parties and without

further notice to the proposed Settlement Class Members, and retains jurisdiction to consider all further applications arising out of or connected with the proposed Settlement, as well as any application for an award of fees and expenses to Plaintiffs' counsel.

IT IS SO ORDERED.

Dated: 1/30/19

ENTER:

  
\_\_\_\_\_  
J.S.C.

**Hon. Andrew Borrok**