

GENESEE COUNTY EMPLOYEES' RETIREMENT
SYSTEM, et al., On Behalf of Themselves and All Others
Similarly Situated,

Plaintiffs,

vs.

THORNBURG MORTGAGE, INC., et al.,

Defendants.

) No. 1:09-cv-00300-JB-KBM

) CLASS ACTION

PROOF OF CLAIM AND RELEASE

I. GENERAL INSTRUCTIONS

1. To recover as a Member of the Settlement Class based on your claims in the action entitled *Genesee County Employees' Retirement System v. Thornburg Mortgage, Inc.*, No. 1:09-cv-00300-JB-KBM (D.N.M.) (the "Litigation"), you must complete and, on page 8 hereof, sign this Proof of Claim and Release. If you fail to file a properly addressed (as set forth in paragraph 3 below) Proof of Claim and Release, your claim may be rejected and you may be precluded from any recovery from the Net Settlement Fund created in connection with the proposed settlement of the Litigation.

2. Submission of this Proof of Claim and Release, however, does not assure that you will share in the proceeds of the settlement of the Litigation.

3. YOU MUST MAIL YOUR COMPLETED AND SIGNED PROOF OF CLAIM AND RELEASE POSTMARKED ON OR BEFORE MARCH 26, 2013, ADDRESSED AS FOLLOWS:

Thornburg Mortgage-Backed Securities Litigation
Claims Administrator
c/o Gilardi & Co. LLC
P.O. Box 5100
Larkspur, CA 94977-5100

If you are NOT a Member of the Settlement Class (as defined below and in the Notice of Pendency of Settlement of Class Action ("Notice")), DO NOT submit a Proof of Claim and Release form.

4. If you are a Member of the Settlement Class and you do not timely request exclusion from the Settlement Class in connection with the proposed settlement, you are bound by the terms of any judgment entered in the Litigation, including the releases provided therein, WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM AND RELEASE FORM.

II. DEFINITIONS

1. "Settlement Class," "Settlement Class Members," or "Members of the Settlement Class" mean all purchasers or acquirers of the Certificates during the Relevant Time Period. Excluded from the Settlement Class are: Defendants, the Covered Trusts, Thornburg, and any originator of mortgage loans underlying the Certificates, as well as each and all of the foregoing person's respective officers, affiliates, and directors at all relevant times, members of their immediate families, and their legal representatives, heirs, successors, or assigns and any entity in which such persons have or had a controlling interest, and any Person who timely and validly seeks exclusion from the Settlement Class.

2. "Certificates" means the Series 2006-3, 2006-5 and 2007-4 mortgage loan pass-through certificates sponsored by Thornburg Mortgage Home Loans, Inc., issued by Thornburg Mortgage Securities Trust 2006-3, Thornburg Mortgage Securities Trust 2006-5, and Thornburg Mortgage Securities Trust 2007-4, and registered and offered pursuant to shelf registration statements, prospectuses, and prospectus supplements filed with the SEC.

3. "Covered Trusts" means the Thornburg Mortgage Securities Trust 2006-3, Thornburg Mortgage Securities Trust 2006-5, and Thornburg Mortgage Securities Trust 2007-4.

4. "Defendants" means the Depositor Defendants, Underwriter Defendants, and Individual Defendants.

5. "Depositor Defendants" means Greenwich Capital Acceptance, Inc. (n/k/a RBS Acceptance Inc.) and Structured Asset Mortgage Investments II, Inc.

6. "Individual Defendants" means Robert J. McGinnis, Carol P. Mathis, Joseph N. Walsh III, John C. Anderson, James M. Esposito, Jeffrey L. Verschleiser, Michael B. Nierenberg, Jeffrey Mayer and Thomas F. Marano.



7. "Underwriter Defendants" means Credit Suisse Securities (USA) LLC, RBS Securities Inc. (f/k/a Greenwich Capital Markets, Inc.), and Banc of America Securities LLC.

8. "Rating Agency Defendants" means The McGraw-Hill Companies, Inc. (through its Standard & Poor's Ratings Services division), Moody's Corporation, Moody's Investors Service, Inc., Fitch Inc., and Fitch Ratings, Ltd.

9. "Related Parties" means each of a Defendant's, Rating Agency Defendant's, or Covered Trust's past or present directors, officers, employees, partners, insurers, co-insurers, reinsurers, principals, controlling shareholders, attorneys, accountants, auditors, underwriters, investment advisors, agents, personal or legal representatives, predecessors, successors, parents, subsidiaries, divisions, affiliates, joint ventures, assigns, spouses, heirs, estates, related or affiliated entities, any entity in which a Defendant has a controlling interest, any member of an Individual Defendant's immediate family, any trust of which an Individual Defendant is the settlor or which is for the benefit of an Individual Defendant and/or any member of an Individual Defendant's immediate family, and any entity in which a Defendant and/or any member of an Individual Defendant's immediate family has or have a controlling interest (directly or indirectly). "Related Parties" specifically includes, but is not limited to, J.P. Morgan Securities LLC and Bear, Stearns & Co. Inc. and their past or present directors, officers, employees, partners, insurers, co-insurers, reinsurers, principals, controlling shareholders, attorneys, accountants, auditors, underwriters, investment advisors, agents, personal or legal representatives, predecessors, successors, parents, subsidiaries, divisions, affiliates, joint ventures, assigns, or estates.

10. "Released Claims" shall collectively mean any and all claims (including "Unknown Claims" as defined in ¶13 below), demands, rights, liabilities and causes of action of every nature and description whatsoever, known or unknown, contingent or absolute, mature or immature, discoverable or undiscoverable, whether concealed or hidden, suspected or unsuspected, which now exist, or heretofore have existed, asserted or that could have been asserted by the Lead Plaintiffs or any Settlement Class Member against the Released Parties based upon or arising out of (a) the allegations, facts, transactions, events, occurrences, disclosures, statements, acts, representations, omissions or failures to act which were or could have been alleged in the Litigation, and (b) the purchase, acquisition, or disposition of the Certificates or any interest therein by the Lead Plaintiffs or any Settlement Class Member during the Relevant Time Period. Released Claims do not include: (i) claims to enforce the Settlement; (ii) contractual representations and warranty claims belonging to the Thornburg Mortgage Securities Trust 2006-3, Thornburg Mortgage Securities Trust 2006-5, or Thornburg Mortgage Securities Trust 2007-4; (iii) claims pending in *In re TMST, Inc. f/k/a Thornburg Mortgage, Inc.*, No. 09-17787 (Bankr. D. Md.); (iv) claims pending in *In re Thornburg Mortgage, Inc. Sec. Litig.*, No. 07-815 (D.N.M.); (v) claims arising out of the purchase of securities other than the Certificates; and/or (vi) any governmental or regulatory agency's claims asserted against any of the Defendants in any criminal action or civil action other than this Litigation.

11. "Released Parties" means each and all of the Defendants, the Rating Agency Defendants, the Covered Trusts, and each and all of their Related Parties.

12. "Relevant Time Period" means (i) the period June 1, 2006 through June 30, 2009, inclusive, for the Certificates issued by Thornburg Mortgage Securities Trust 2006-3; and (ii) the period June 1, 2006 through December 10, 2010, inclusive, for the Certificates issued by Thornburg Mortgage Securities Trust 2006-5 and Thornburg Mortgage Securities Trust 2007-4.

13. "Unknown Claims" means collectively any Released Claims that the Lead Plaintiffs or any Settlement Class Member does not know or suspect to exist in his, her or its favor at the time of the release of the Released Parties which, if known by him, her or it, might have affected his, her or its settlement with and release of the Released Parties, or might have affected his, her or its decision not to object to or opt out of this Settlement. With respect to any and all Released Claims, the Settling Parties stipulate and agree that, upon the Effective Date, Lead Plaintiffs shall expressly waive, and each of the Settlement Class Members shall be deemed to have waived, and by operation of the Judgment shall have waived, the provisions, rights and benefits of California Civil Code §1542, which provides:

A general release does not extend to claims which the creditor does not know or suspect to exist in his or her favor at the time of executing the release, which if known by him or her must have materially affected his or her settlement with the debtor.

Lead Plaintiffs shall expressly waive and each of the Settlement Class Members shall be deemed to have, and by operation of the Judgment shall have, expressly waived any and all provisions, rights and benefits conferred by any law of any state or territory of the United States, or principle of common law, which is similar, comparable or equivalent to California Civil Code §1542. Lead Plaintiffs and Settlement Class Members may hereafter discover facts in addition to or different from those which he, she, or it now knows or believes to be true with respect to the subject matter of the Released Claims, but Lead Plaintiffs shall expressly fully, finally and forever settle and release, and each Settlement Class Member, upon the Effective Date, shall be deemed to have, and by operation of the Judgment shall have, fully, finally, and forever settled and released, any and all Released Claims, known or unknown, suspected or unsuspected, contingent or non-contingent, whether or not concealed or hidden, which now exist, or heretofore have existed, upon any theory of law or equity now existing or coming into existence in the future, including, but not limited to, conduct which is negligent, intentional, with or without malice, or a breach of any duty, law or rule, without regard to the subsequent discovery or existence of such different or additional facts. Lead Plaintiffs acknowledge, and the Settlement Class Members shall be deemed by operation of the Judgment to have acknowledged, that the foregoing waiver was separately bargained for and a key element of the Settlement of which this release is a part.



III. CLAIMANT IDENTIFICATION

1. If you purchased or otherwise acquired the Certificates during the Relevant Time Period, and held the Certificate(s) in your name, you are the beneficial purchaser as well as the record purchaser. If, however, the Certificate(s) were registered in the name of a third party, such as a nominee or brokerage firm, you are the beneficial purchaser and the third party is the record purchaser.

2. Use Part I of this form entitled "Claimant Identification" to identify each purchaser of record ("nominee"), if different from the beneficial purchaser of the Certificates that form the basis of this claim. **THIS CLAIM MUST BE SUBMITTED BY THE ACTUAL BENEFICIAL PURCHASER(S) OR THE LEGAL REPRESENTATIVE OF SUCH PURCHASER(S) OF THE CERTIFICATES UPON WHICH THIS CLAIM IS BASED.**

3. All joint purchasers must sign this claim. Executors, administrators, guardians, conservators, and trustees must complete and sign this claim on behalf of persons or entities represented by them and their authority must accompany this claim and their titles or capacities must be stated. The Social Security (or taxpayer identification) number and telephone number of the beneficial owner may be used in verifying the claim. Failure to provide the foregoing information could delay verification of your claim or result in rejection of the claim.

IV. CLAIM FORM

1. Use Part II of this form entitled "Schedule of Transactions in Thornburg Mortgage Securities Trust Certificates" to supply all required details of your transaction(s) in the Certificates. If you need more space or additional schedules, attach separate sheets giving all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.

2. On the schedules, provide all of the requested information with respect to all of your purchases/acquisitions and all of your sales (or transfers out) of the Certificates, regardless of whether such transactions resulted in a profit or a loss. Failure to report all such transactions may result in the rejection of your claim.

3. List each transaction separately and in chronological order, by trade date, beginning with the earliest. You must accurately provide the month, day and year of each transaction you list.

4. Copies of broker confirmations or other documentation of your transactions in the Certificates should be attached to your claim. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.

5. The above requests are designed to provide the minimum amount of information necessary to process the simplest claims. The Claims Administrator may request additional information as required to efficiently and reliably calculate your losses. In some cases where the Claims Administrator cannot perform the calculation accurately or at a reasonable cost to the Settlement Class with the information provided, the Claims Administrator may condition acceptance of the claim upon the production of additional information and/or the claimant's responsibility for any increased costs due to the nature and/or scope of the claim.

6. **NOTICE REGARDING ELECTRONIC FILES:** Certain claimants with large numbers of transactions may request, or may be requested, to submit information regarding their transactions in electronic files. All claimants **MUST** submit a manually signed paper Proof of Claim and Release form whether or not they also submit electronic copies. If you wish to file your claim electronically, you must contact the Claims Administrator at 1-877-282-8766 or visit their website at www.gilardi.com to obtain the required file layout. No electronic files will be considered to have been properly submitted unless the Claims Administrator issues to the claimant a written acknowledgment of receipt and acceptance of electronically submitted data.



PART II. SCHEDULE OF TRANSACTIONS IN THORNBURG MORTGAGE SECURITIES TRUST CERTIFICATES

A. Purchases or acquisitions of Certificates (June 1, 2006 through June 30, 2009, inclusive, for Series 2006-3 Certificates; June 1, 2006 through December 10, 2010, inclusive, for Series 2006-5 and Series 2007-4 Certificates):

PURCHASES				Total Purchase or Acquisition Price (Excluding Commissions, Taxes and Fees) <i>Please round off to the nearest whole dollar</i>	Proof of Purchase Enclosed?
Security Type*	Trade Date(s) (List Chronologically) M M D D Y Y	Face Value			
1. <input type="text"/>	<input type="text"/> / <input type="text"/> / <input type="text"/>	<input type="text"/>	\$	<input type="text"/>	<input type="radio"/> Y <input type="radio"/> N
2. <input type="text"/>	<input type="text"/> / <input type="text"/> / <input type="text"/>	<input type="text"/>	\$	<input type="text"/>	<input type="radio"/> Y <input type="radio"/> N
3. <input type="text"/>	<input type="text"/> / <input type="text"/> / <input type="text"/>	<input type="text"/>	\$	<input type="text"/>	<input type="radio"/> Y <input type="radio"/> N

B. Principal Payments Received on Certificates:

PURCHASES				Principal Payment Received (Excluding Commissions, Taxes and Fees) <i>Please round off to the nearest whole dollar</i>	Proof of Purchase Enclosed?
Security Type*	Trade Date(s) (List Chronologically) M M D D Y Y	Face Value			
1. <input type="text"/>	<input type="text"/> / <input type="text"/> / <input type="text"/>	<input type="text"/>	\$	<input type="text"/>	<input type="radio"/> Y <input type="radio"/> N
2. <input type="text"/>	<input type="text"/> / <input type="text"/> / <input type="text"/>	<input type="text"/>	\$	<input type="text"/>	<input type="radio"/> Y <input type="radio"/> N
3. <input type="text"/>	<input type="text"/> / <input type="text"/> / <input type="text"/>	<input type="text"/>	\$	<input type="text"/>	<input type="radio"/> Y <input type="radio"/> N

C. Sales of Certificates (include sales prior to and including the June 2009 Mandatory Auction for the Series 2006-3 Certificates; include sales prior to and including the August 2011 Mandatory Auction for the Series 2006-5 Certificates; include sales through the Measurement Date (September 25, 2012) for the Series 2007-4 Certificates):

SALES				Total Sales Price (Excluding Commissions, Taxes and Fees) <i>Please round off to the nearest whole dollar</i>	Proof of Sales Enclosed?
Security Type*	Trade Date(s) (List Chronologically) M M D D Y Y	Face Value			
1. <input type="text"/>	<input type="text"/> / <input type="text"/> / <input type="text"/>	<input type="text"/>	\$	<input type="text"/>	<input type="radio"/> Y <input type="radio"/> N
2. <input type="text"/>	<input type="text"/> / <input type="text"/> / <input type="text"/>	<input type="text"/>	\$	<input type="text"/>	<input type="radio"/> Y <input type="radio"/> N
3. <input type="text"/>	<input type="text"/> / <input type="text"/> / <input type="text"/>	<input type="text"/>	\$	<input type="text"/>	<input type="radio"/> Y <input type="radio"/> N

D. Number of unsold Certificates held at the Measurement Date (September 25, 2012):

Security Type*	Face Value
1. <input type="text"/>	<input type="text"/>
2. <input type="text"/>	<input type="text"/>
3. <input type="text"/>	<input type="text"/>

***FOR THORNBURG SECURITY TYPES
REFER TO PAGE 6**

If you require additional space, attach extra schedules in the same format as above. Sign and print your name on each additional page.

YOU MUST READ AND SIGN THE RELEASE ON PAGE 8. FAILURE TO SIGN THE RELEASE
MAY RESULT IN A DELAY IN PROCESSING OR THE REJECTION OF YOUR CLAIM.



THORNBURG SECURITY TYPES

The publicly-offered Certificates include:

Sec Type	2006-3 Trust		Sec Type	2006-5 Trust		Sec Type	2007-4 Trust	
	Class	CUSIP		Class	CUSIP		Class	CUSIP
AA1	A-1	885221AA9	BA1	A-1	88522RAA2	CA11	1A-1	88522YAA7
AA2	A-2	885221AB7	BA2	A-2	88522RAB0	CA21	2A-1	88522YAB5
AA3	A-3	885221AC5	BAX	A-X	88522RAC8	CA31	3A-1	88522YAC3
AAX	A-X	885221AD3	BAR	A-R	88522RAD6	CA32	3A-2	88522YAN9
AAR	A-R	885221AE1	BB1	B-1	88522RAE4	CAR	A-R	88522YAD1
AB1	B-1	885221AF8	BB2	B-2	88522RAF1			
AB2	B-2	885221AG6	BB3	B-3	88522RAG9			
AB3	B-3	885221AH4						

The Price and Factor for each 2007-4 Certificate on the Measurement Date is as follows:

Certificate	9/25/2012 Factor	9/25/2012 Price
TMST 2007-4 Class 1A-1	0.3229	92.75
TMST 2007-4 Class 2A-1	0.3428	100.00
TMST 2007-4 Class 3A-1	0.3516	100.00
TMST 2007-4 Class 3A-2	0.6208	57.01



V. SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

I (We) submit this Proof of Claim and Release form under the terms of the Stipulation of Settlement, dated as of December 3, 2012 (“Stipulation”), described in the Notice. I (We) also submit to the jurisdiction of the United States District Court for the District of New Mexico with respect to my (our) claim as a Settlement Class Member (as defined in the Notice) and for purposes of enforcing the release set forth herein. I (We) further acknowledge that I am (we are) bound by and subject to the terms of any judgment that may be entered in the Action. I (We) agree to furnish additional information to Lead Counsel to support this claim if required to do so. I (We) have not submitted any other claim covering the same purchases of the Certificates during the Relevant Time Period and know of no other person or entity having done so on my (our) behalf.

VI. RELEASE

1. I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally and forever settle, release, relinquish and discharge, all of the Released Claims (including Unknown Claims) against each and all of the Released Parties, all as defined herein and in the Stipulation.

2. I (We) hereby acknowledge that the Covered Trusts have asserted or may assert that they may have certain repurchase, servicing, or other similar claims related to the origination, sale, and servicing of the mortgage loans owned by the Covered Trusts (the “Alleged Repurchase and Servicing Claims”) that could result in funds being (i) deposited in the Covered Trusts and thereafter distributed for the direct or indirect benefit of certificate holders of the Covered Trusts (such benefits including, but not limited to, distribution to certificate holders or increased subordination in the Covered Trusts) or (ii) otherwise designated for distribution to such certificate holders (the “Trust Recoveries”), and that the value I (we) receive pursuant to this Settlement shall offset portions of the Trust Recoveries that may be received as a result of the Alleged Repurchase and Servicing Claims, regardless of which persons or entities bear the immediate or ultimate responsibility for the Alleged Repurchase and Servicing Claims. I (We) shall not act as part of a quorum of certificate holders to direct an action seeking any duplicative recovery with respect to the Covered Trusts.

3. This release shall be of no force or effect unless and until the Court approves the Stipulation and it becomes effective on the Effective Date.

4. I (We) hereby warrant and represent that I (we) have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any matter released pursuant to this release or any other part or portion thereof.

5. I (We) hereby warrant and represent that I (we) have included all requested information about all of my (our) transactions in the Certificates, as well as the number of unsold Certificates held by me (us) at the Measurement Date.

6. I (We) hereby warrant and represent that I am (we are) not excluded from the Settlement Class, as defined in the Notice.

7. The number(s) shown on this form is (are) the correct SSN/TIN(s).



I (WE) CERTIFY THAT I AM (WE ARE) NOT SUBJECT TO BACKUP WITHHOLDING UNDER THE PROVISIONS OF SECTION 3406(A)(1)(C) OF THE INTERNAL REVENUE CODE.

NOTE: IF YOU HAVE BEEN NOTIFIED BY THE INTERNAL REVENUE SERVICE THAT YOU ARE SUBJECT TO BACKUP WITHHOLDING, PLEASE STRIKE OUT THE LANGUAGE THAT YOU ARE NOT SUBJECT TO BACKUP WITHHOLDING IN THE CERTIFICATION ABOVE AND FILL THE CIRCLE. ○

I (WE) DECLARE UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE UNITED STATES OF AMERICA THAT ALL OF THE FOREGOING INFORMATION SUPPLIED ON THIS PROOF OF CLAIM AND RELEASE FORM BY THE UNDERSIGNED IS TRUE AND CORRECT.

Executed this _____ day of _____ in _____
(Month/Year) (City/State/Country)

(Sign your name here)

(Sign your name here)

(Type or print your name here)

(Type or print your name here)

(Capacity of person(s) signing, e.g.,
Beneficial Purchaser, Executor or Administrator)

(Capacity of person(s) signing, e.g.,
Beneficial Purchaser, Executor or Administrator)

**ACCURATE CLAIMS PROCESSING TAKES A SIGNIFICANT AMOUNT OF TIME.
THANK YOU FOR YOUR PATIENCE.**

Reminder Checklist:

1. Please sign the above release and declaration.
2. If this claim is being made on behalf of Joint Claimants, then both must sign.
3. Remember to attach copies of supporting documentation, if available.
4. **Do not send** the originals of certificates or other documents.
5. Keep a copy of your claim form and all supporting documentation for your records.
6. If you desire an acknowledgment of receipt of your claim form please send it Certified Mail, Return Receipt Requested.
7. If you move, please send your new address to:
Thornburg Mortgage-Backed Securities Litigation
Claims Administrator
c/o Gilardi & Co. LLC
P.O. Box 5100
Larkspur, CA 94977-5100
8. **Do not use red pen or highlighter** on the Proof of Claim and Release form or supporting documentation.

**THIS PROOF OF CLAIM AND RELEASE MUST BE POSTMARKED NO LATER THAN MARCH 26, 2013
AND MUST BE MAILED TO:**

Thornburg Mortgage-Backed Securities Litigation
Claims Administrator
c/o Gilardi & Co. LLC
P.O. Box 5100
Larkspur, CA 94977-5100

